MANAGEMENT'S DISCUSSION AND ANALYSIS

For The Three Month Period Ended March 31, 2015

The following management discussion and analysis ("MD&A") is as of April 27, 2015 and relates to the financial condition and results of operations of Alacer Gold Corp. and its subsidiaries ("Alacer", the "Group" or the "Corporation"), as of March 31, 2015. The MD&A supplements and complements the Corporation's unaudited interim consolidated financial statements for the three month period ended March 31, 2015 (the "consolidated financial statements") and related notes. Other relevant documents to be read with this MD&A include the Corporation's audited annual consolidated financial statements for the year ended December 31, 2014, the MD&A for the year ended December 31, 2014, and the Annual Information Form for the year ended December 31, 2014. Comparison herein is provided to the three month period ended March 31, 2014. Readers are cautioned that the MD&A contains forward-looking statements and that actual events may vary from Management's expectations. Readers are encouraged to read the Cautionary Statements included with this MD&A and to consult the Corporation's consolidated financial statements for 2014 and related notes, which are available on the Corporation's web site at www.alacergold.com and on SEDAR at www.sedar.com. The March 31, 2015 consolidated financial statements and MD&A are presented in U.S. Dollars ("USD") and have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), including International Accounting Standard ("IAS") 34, *Interim Financial Reporting*. This discussion addresses matters the Corporation considers important for an understanding of our financial condition and results of operations as of and for the three month period ended March 31, 2015, as well as our outlook for 2015.

Table of Contents

Cautionary Statements

Forward-Looking Information

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

Forward-looking information includes statements concerning, among other things, preliminary cost reporting in this document, production, cost and capital expenditure guidance; ability to expand the current heap leach pad, development plans for processing sulfide ore at Çöpler; results of any gold reconciliations; ability to discover additional oxide gold ore, the generation of free cash flow and payment of dividends; matters relating to proposed exploration, communications with local stakeholders and community relations; negotiations of joint ventures, negotiation and completion of transactions; commodity prices; mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates; the development approach, the timing and amount of future production, timing of studies, announcements and analysis, the timing of construction and development of proposed mines and process facilities; capital and operating expenditures; economic conditions; availability of sufficient financing; exploration plans; receipt of regulatory approvals and any and all other timing, exploration, development, operational, financial, budgetary, economic, legal, social, regulatory and political matters that may influence or be influenced by future events or conditions.

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

You should not place undue reliance on forward-looking information and statements. Forward-looking information and statements are only predictions based on the Company's current expectations and the Company's projections about future events. Actual results may vary from such forward-looking information for a variety of reasons including, but not limited to, risks and uncertainties disclosed in Alacer's filings at *www.sedar.com* and other unforeseen events or circumstances. Other than as required by law, Alacer does not intend, and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

Additional Information and Risk Factors

Additional information relating to the Corporation, including risk factors that may adversely affect or prevent Alacer from carrying out all or portions of its business strategy are discussed in the Corporation's AIF and other filings available on SEDAR at *www.sedar.com*.

Non-IFRS Measures[1]

This MD&A contains the following non-IFRS financial performance measures with no standardized definitions under IFRS: Cash Operating Costs per ounce (C1); Total Cash Costs per ounce (C2); All-in Sustaining Costs per ounce and All-in Costs per ounce. For further information and detailed reconciliations, see the "Non-IFRS Measures" section of this MD&A.

Mineral Reserves and Mineral Resources

All Mineral Reserves and Mineral Resources referenced in this MD&A and the Corporation's other public filings are determined in accordance with National Instrument 43-101, Standards of Disclosure for Mineral Projects ("NI 43-101") of the Canadian Securities Administrators and Canadian Institute of Mining, Metallurgy and Petroleum standards and the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ("JORC Code"). While terms associated with various categories of Mineral Reserves or Mineral Resources are recognized and required by Canadian regulations, they may not have equivalent meanings in other jurisdictions outside Canada and no comparison should be made or inferred. Actual recoveries of mineral products may differ from estimates of Mineral Reserves and Mineral Resources due to inherent uncertainties in acceptable estimating techniques. In particular, Inferred Mineral Resources have a great amount of uncertainty as to their existence, and their economic and legal feasibility. It cannot be assumed that all or any Inferred Mineral Resources will ever be upgraded to a higher confidence category. Investors are cautioned not to assume that all or any Mineral Resources that are not Mineral Reserves will ever be converted into Proven Mineral Reserves or Probable Mineral Reserves.

The information in this MD&A which relates to exploration results was previously issued by Alacer in its announcement entitled "Announces Exploration Results in Turkey" dated September 15, 2014 ("Exploration Results Announcement"), available from the Corporation's website at *www.alacergold.com* and on SEDAR at *www.sedar.com*. The Exploration Results Announcement details that the information is based on information reviewed by Mr. James Francis, who is a Competent Person as defined in the JORC Code and a Qualified Person pursuant to NI 43-101. Alacer confirms that: (a) it is not aware of any new information or data that materially affects the information in the Exploration

[1] References to non-IFRS measures are made throughout this MD&A. For further information and detailed reconciliations, see the "Non-IFRS Measures" section of this MD&A.

Results Announcement and that, to the extent the information is an exploration target, none of the material assumptions or technical parameters underpinning such estimates have materially changed; and (b) the form and content in which information in the Exploration Results Announcement is presented has not materially changed.

The information in this MD&A which relates to Mineral Reserves and Mineral Resources was previously issued by Alacer in its announcement entitled "Alacer Gold increases its life-of-mine production profile by over 800,000 ounces, increasing production by over 245,000 ounces following an updated Resource and Reserve Statement" dated March 30, 2015 ("The Updated R&R Announcement"), available from the Corporation's website at www.alacergold.com and on SEDAR at www.sedar.com. The Updated R&R Announcement details that the information is based on approved estimates and information and supporting documentation prepared and reviewed by Mr. James Francis, Dr. Harry Parker, Mr. Gordon Seibel and Mr. Stephen Statham, each of whom is a Competent Person as defined in the JORC Code and a Qualified Person pursuant to NI 43-101. Alacer confirms that: (a) it is not aware of any new information or data that materially affects the information in the Updated R&R Announcement and that, to the extent the information is an estimate of Mineral Reserves or an estimate of Mineral Resources, none of the material assumptions or technical parameters underpinning such estimates have materially changed; and (b) the form and content in which information in the Updated R&R Announcement is presented has not materially changed.

The Mineral Resources model was constructed by Gordon Seibel, SME Registered Member, Amec Foster Wheeler's Principal Geologist and a full-time employee of Amec Foster Wheeler and Loren Ligocki, SME Registered Member, Alacer's Resource Geologist, and a full-time employee of Alacer. The scientific and technical information in this MD&A is based on, and fairly represents, information compiled by Robert D. Benbow, PE, who is a full-time employee of Alacer. Mr. Benbow has sufficient experience with respect to the technical and scientific matters set forth above to qualify as a Competent Person as defined in the JORC Code and is a Qualified Person pursuant to NI 43-101.

Production targets and forecast financial information

This MD&A contains production targets, and forecast financial information based on production targets. These production targets and statements of forecast financial information are extracted from, or based on, the updated NI 43-101 Technical Report "Çöpler Sulfide Expansion Project Feasibility Update" dated March 27, 2015 ("Technical Report") and the associated Updated R&R Announcement. Each of the Updated Technical Report and the Updated R&R Announcement is available on the Corporation's website at www.alacergold.com and on SEDAR at www.sedar.com.

To the extent that production targets and statements of forecast financial information derived from production targets in this MD&A constitute a repetition of information contained in the Technical Report or the Updated R&R Announcement, Alacer confirms that all material assumptions underpinning such production targets and statements of forecast financial information continue to apply and have not materially changed. To the extent that production targets and statements of forecast financial information derived from production targets in this MD&A are being made for the first time in this MD&A, Alacer confirms that such production targets and statements of forecast financial information are based on the estimates of Mineral Resources and Mineral Reserves contained in the Technical Report (which was prepared by Competent Persons in accordance with the JORC Code) are underpinned solely by Probable Mineral Reserves.

Overview

Alacer is a leading intermediate gold mining company, with an 80% interest in the world-class Çöpler Gold Mine in Turkey operated by Anagold Madencilik Sanayi ve Ticaret A.S. ("Anagold") owned 80% by Alacer and 20% by Lidya Madencilik Sanayi ve Ticaret A.S. ("Lidya Mining"). The Corporation's primary focus is to maximize portfolio value, maximize free cash flow, minimize project risk and, therefore, create maximum value for shareholders.

Alacer is actively pursuing initiatives to enhance value beyond the current mine plan:

- Çöpler Oxide Production Optimization – expansion of the existing heap leach pad to 58 million tonnes has started and the Corporation continues to evaluate opportunities to optimize and extend oxide production beyond the current reserves.
- Çöpler Sulfide Project – the Corporation is moving into detailed engineering with procurement of long-lead time items progressively during 2015. The Project will deliver medium-term growth with robust financial returns and adds an additional 22 years of production. The Environmental Impact Assessment ("EIA") has been approved and the Project is on track for commissioning at the end of 2017. The Sulfide Project will bring Çöpler Life-of-Mine gold production to 3.9 million ounces at industry low All-in Sustaining Costs averaging $637 per ounce as detailed in the updated Technical Report.
- Alacer continues to pursue numerous high-potential exploration projects in Turkey in various joint ventures with the Company's Turkish partner Lidya Mining.

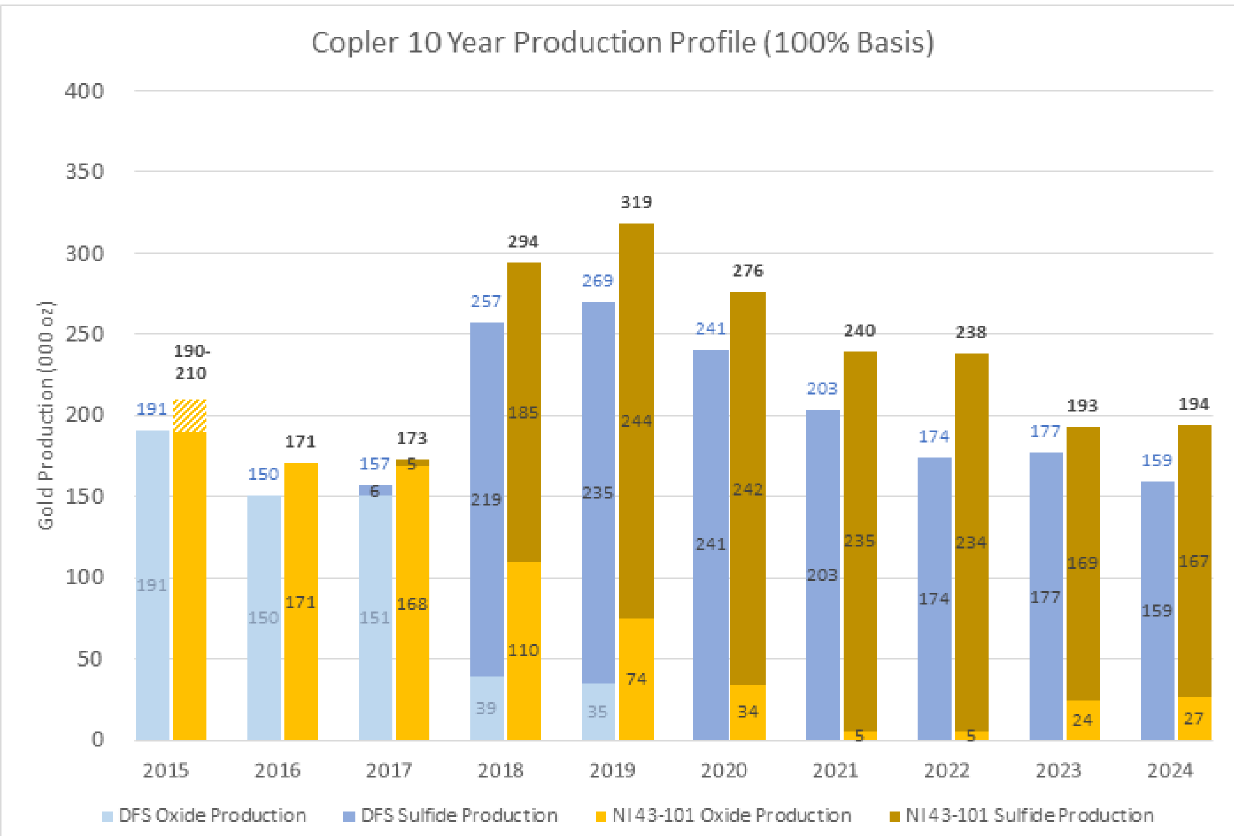
Detailed information regarding the Çöpler Sulfide Project can be found in the Technical Report available on SEDAR at *www.sedar.com* and on the Corporation's website.

Alacer is a Canadian corporation incorporated in the Yukon Territory with its primary listing on the Toronto Stock Exchange. The Corporation also has a secondary listing on the Australian Stock Exchange where CDIs trade.

Strategy and Outlook

Çöpler Production

Included in the update to the Mineral Resources and Mineral Reserves is an addition of over 245,000 ounces of economic oxide gold production and 555,000 ounces of economic sulfide gold production at Çöpler. Importantly, oxide production has increased between 2015 and 2019 and specifically in 2018 as the sulfide plant is brought into full production, further de-risking the Sulfide Project. The chart below compares Çöpler's updated 10-year production profile with the previous Definitive Feasibility Study ("DFS") production profile.



Çöpler Sulfide Project

In June 2014, Alacer completed a DFS on processing the Çöpler sulfide ore via whole-ore pressure oxidation ("POX"). The sulfide ore mineralization is refractory and POX provides the best economic return for processing sulfide ore. POX is a proven technology that has been demonstrated to achieve near-complete oxidation of the sulfide ore with effective liberation of gold, resulting in gold recoveries of approximately 94%. The DFS demonstrated that processing sulfide ore should generate technically and financially robust outcomes. An initial NI 43-101 Technical Report was issued in July 2014 and an update issued on March 27, 2015 to extend the mine life to 25 years.

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

On April 9, 2015, the Corporation announced the Board of Directors approved advancement of the Project into detailed engineering and procurement of long-lead time items. This followed completion of the basic engineering and the Corporation has engaged Amec Foster Wheeler to undertake the detailed engineering phase that will establish a well-defined project scope of work and project execution plan. This information will be the basis for a fixed-price Engineering Procurement and Construction contract.

First gold production from sulfide ore is on target for late 2017. The Çöpler Sulfide Project is expected to increase Life-of-Mine gold production to 3.9 million ounces as outlined in the updated Technical Report.

Receipt of land use permits is required to begin Project construction. These permits have progressed through the regulatory process and are awaiting final approval.

Çöpler Oxide Production Optimization

The Corporation is pursuing a number of optimization opportunities to enhance and extend oxide ore production at Çöpler. The most immediate of these is the construction of the Heap Leach Pad Phase 4 ("HLP4") expansion which is underway and the first stage is on track to be available for stacking in Q3 2015. Approximately 70% of the HLP4 expansion land area is within the existing permitted area and that portion is currently under construction. The remaining 30% land area necessary for final construction in 2016 requires an additional land use permit and is being permitted with the POX plant and awaiting final approval. The conceptual study for a new heap leach pad site to the west of the Çöpler Mine is progressing. Outcomes of this study are expected in Q4 2015.

Mineral Resource Reconciliation Study

A key outcome of the Mineral Resource Reconciliation Study, which began in 2014, was an updated Çöpler mineral resource model. In August 2014, Alacer began tracking the performance of the updated mineral resource model to actual production. The results to date are contained in the table below.

Contained Ounce Reconciliation for August 2014 - March 2015 Period

Material	Utilizing Previous Model		Utilizing Updated 2014 Model	
	Contained Ounce Variance (oz)	Contained Ounce Variance (%)	Contained Ounce Variance (oz)	Contained Ounce Variance (%)
Oxide Ore	**45,493**	**20%**	**(8,233)**	**(3%)**
Sulfide Ore	**36,510**	**43%**	**6,011**	**5%**

Notes: Variance is shown as the mineral resource model prediction in relation to actual production results. Positive values indicate under-prediction/higher actual and negative values indicate over-prediction/lower actual.

As shown, the predictions from the updated mineral resource model are much closer to actual mining results and within expected tolerances.

The Corporation will continue to track the performance of the updated mineral resource model going forward and continue to enhance its geological understanding of the Çöpler deposit to further improve its Mineral Resources and Mineral Reserves estimates. A targeted infill drilling program in 2015 continues with results expected in Q4 2015.

Updated Recovery Model

A review of the heap leach gold recovery model was completed in Q1 2015. As a result of this work, an updated heap leach gold recovery model has been developed to improve the prediction of gold production from the heap leach process. The improved recovery model calibrates more closely with historical production and predicts a 72% weighted average recovery for oxide production in the future. This recovery model was incorporated into the Technical Report, and has increased the predicted recoverable gold ounces on the heap leach pad.

Redox Boundary

As previously announced, metallurgical testing was performed to determine if increasing the 2% sulfur discriminator between oxide and sulfide ore could potentially increase the amount of oxide ore that was available to be placed on the heap leach pad. One outcome of this work led to the conclusion that the reduction-oxidation ("Redox") boundary was a better discriminator of oxide and sulfide ore than the 2% total sulfur discriminator previously used. Oxide ore is now defined as material above the Redox boundary and sulfide ore as material below the Redox boundary. There is an assumed transition zone of approximately 5 meters below the Redox boundary where gold recoveries are discounted by 15% to account for increasing refractory properties.

Updated Mineral Resources and Mineral Reserves Estimates

Updated estimates of Mineral Resources and Mineral Reserves are stated as of December 31, 2014. Mineral Resources quoted in this MD&A are reported as inclusive of Mineral Reserves. Mineral Resources that are not Mineral Reserves have not demonstrated current economic viability.

Further information regarding the data, assumptions and methodologies underlying these estimates is provided in the Technical Report.

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

The following tables summarize the estimated Mineral Resources and Mineral Reserves for the Çöpler Gold Mine:

Mineral Resources for the Çöpler Deposit (As of December 31, 2014)								
Gold Cut-off Grade (g/t)	**Material Type**	**Mineral Resources Category Material**	**Tonnes (x1000)**	**Au (g/t)**	**Ag (g/t)**	**Cu (%)**	**Contained Au (oz x 1000)**	
Variable	*Oxide*	Measured	-	-	-	-	-
		Indicated	37,097	1.11	2.91	0.15	1,319
		Stockpile - Indicated	59	2.53	-	-	5
		Measured + Indicated	**37,156**	**1.11**	**2.90**	**0.15**	**1,323**
		Inferred	16,592	0.89	3.97	0.08	475
1.0	*Sulfide*	Measured	-	-	-	-	-
		Indicated	82,336	1.92	5.44	0.12	5,075
		Stockpile - Indicated	3,283	4.18	9.12	0.11	441
		Measured + Indicated	**85,619**	**2.00**	**5.58**	**0.12**	**5,517**
		Inferred	25,059	1.91	10.66	0.16	1,541
Variable	*Stockpiles*	Indicated	3,341	4.15	-	-	446
Variable	***Total***	Measured	-	-	-	-	-
		Indicated	122,774	1.73	4.77	0.13	6,840
		Measured + Indicated	**122,774**	**1.73**	**4.77**	**0.13**	**6,840**
		Inferred	**41,650**	**1.50**	**7.99**	**0.13**	**2,015**

Mineral Reserves for the Çöpler Deposit (As of December 31, 2014)						
Mineral Reserves Category Material	**Tonnes (x1000)**	**Au (g/t)**	**Ag (g/t)**	**Cu (%)**	**Contained Au Ounces**	**Recoverable Au Ounces**
Proven - Oxide In-Situ	-	-	-	-	-	-
Probable - Oxide In-Situ	25,002	1.24	3.38	0.13	994,000	716,000
Probable - Oxide Stockpile	59	2.53	-	-	5,000	4,000
Total - Oxide	**25,061**	**1.24**	**3.37**	**0.13**	**999,000**	**720,000**
Proven - Sulfide In-Situ	-	-	-	-	-	-
Probable - Sulfide In-Situ	36,884	2.42	6.99	0.11	2,873,000	2,695,000
Probable - Sulfide Stockpile	3,283	4.18	9.12	0.11	441,000	414,000
Total - Sulfide	**40,166**	**2.57**	**7.16**	**0.11**	**3,314,000**	**3,109,000**
Proven - Oxide + Sulfide +	-	-	-	-	-	-
Probable - Oxide + Sulfide	65,227	*2.06*	*5.70*	*0.12*	4,313,000	3,829,000
Total - Oxide + Sulfide	***65,227***	***2.06***	***5.70***	***0.12***	***4,313,000***	***3,829,000***

Notes: Mineral Resources are based on estimations stated in the updated Technical Report dated March 27, 2015, and are inclusive of Mineral Reserves.
Mineral Reserves are based on estimations stated in the updated Technical Report dated March 27, 2015.
Mineral Resources and Mineral Reserves are shown on a 100% basis, of which Alacer owns 80%.
Rounding differences will occur.

Organic Growth

The Corporation continues to pursue further expansion of its current operating base to become a sustainable producer with a focus on Turkey. The structured and focused exploration efforts in the Çöpler District to locate additional oxide deposits, as well as in other regions of Turkey are progressing. Drilling and metallurgy work to advance the Dursunbey project in western Turkey will continue in 2015.

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

2015 Guidance Update

As a result of the updated Mineral Resources and Mineral Reserves statement, ensuing mine plan optimizations and updated gold recovery model, the Corporation has revised its 2015 production, cost metrics and capital guidance for the Sulfide Project.

- Çöpler gold production (100%) of 190,000 to 210,000 ounces
- Total Cash Costs (C2) of $450 to $500
- All-in Sustaining Costs of $700 to $750
- Çöpler sustaining capital expenditures of $35 million
- Çöpler sulfide capital expenditure of $85 million
- Exploration expenditure of $22 million

Çöpler Mine		**Revised 2015 Guidance**	**Previous 2015 Guidance**	**Change**
Heap-leach gold ounces produced (100%)	('000's)	190 to 210	180 to 200	10
Waste tonnes mined (100%)	(millions)	25.7	23.7	2.0
Sulfide tonnes mined (100%)	(millions)	0.7	2.2	(1.5)
Oxide ore tonnes treated (100%)	(millions)	6.0	6.9	(0.9)
Oxide ore grade	(g/t gold)	1.5	1.3	0.2
Total Cash Costs (C2)	($/oz)	450 to 500	525 to 575	(75)
All-in Sustaining Costs	($/oz)	700 to 750	775 to 825	(75)
All-in Costs Excluding Sulfide Growth	($/oz)	775 to 825	850 to 900	(75)
All-in Costs Including Sulfide Growth	($/oz)	1,175 to 1,225	1,350 to 1,400	(175)
Çöpler sustaining capital expenditure (100%)	($millions)	$35	$35	-
Çöpler sulfide capital expenditure (100%)	($millions)	$85	$100	(15)
Exploration expenditure (100%)	($millions)	$22	$22	-

Assumptions underlying the revised 2015 guidance include the Mineral Reserve mine schedule as set out in the updated Technical Report and a gold price of $1,200 per ounce.

Highlights

Strategic

- On April 27, the Corporation signed a commitment letter with a syndicate of lenders for a $250 million senior secured credit facility with no mandatory hedging, a 7-year term and interest rates of LIBOR plus 2.5% to 2.95%.
- On April 24, the third incentive certificate was approved and will generate material cash tax credits from eligible expenditures on the Sulfide Project and Heap Leach Pad expansion.
- On April 9, the Corporation announced the Board of Directors approved advancement of the Çöpler Sulfide Project into detailed engineering and procurement of long-lead time items.
- On March 30, an updated NI 43-101 Technical Report was issued increasing Çöpler's reserves and increasing Life-of-Mine gold production by over 800,000 ounces.
- On February 11, the Corporation announced the suspension of its dividend policy due to capital expenditure commitments, including the Sulfide Project.
- On January 12, the Corporation announced the project development team leading the Çöpler Sulfide Project in Turkey.

Operational

- At March 31, the Çöpler Gold Mine reached 5.7 million hours worked and 766 days without a lost-time injury.
- Gold production was 50,949 ounces and attributable gold production[1] was 40,759 ounces.
- Total Cash Costs per ounce (C2) were $443 and All-in Sustaining Costs per ounce were $690.
- Construction of the Heap Leach Pad Phase 4 expansion continued to advance on schedule.
- An additional 0.5 million tonnes of sulfide ore was stockpiled bringing total sulfide stockpiles at quarter-end to 3.7 million tonnes at an average grade of 4.01 g/t gold.

Financial

- Cash and cash equivalents was $349.9 million and no external debt at end of Q1.
- Working capital increased $15.2 million to $394.6 million.
- Cash flow from operating activities totaled $23.5 million.
- Attributable net profit was $15.2 million, or $0.05 per share.

[1] Attributable gold production is reduced by the 20% non-controlling interest at the Çöpler Gold Mine.

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

Results of Operations

Çöpler Gold Mine: [1]		Q1 2015		Q1 2014
Waste tonnes mined		4,231,556		5,471,484
Oxide ore mined - tonnes		1,729,423		1,418,391
Oxide ore mined - grade (g/t)		1.78		1.50
Oxide ore mined - ounces		99,228		68,336
Sulfide ore mined - tonnes [2]		455,461		508,131
Sulfide ore mined - grade (g/t) [2]		2.76		4.98
Sulfide ore stockpiled - ounces [2]		40,475		81,368
Oxide ore treated - tonnes		1,671,223		1,384,124
Oxide ore treated - head grade (g/t)		1.75		1.48
Gold ounces produced		50,949		52,919
Gold ounces sold		51,012		55,128
Attributable: (80% ownership)				
Gold ounces produced		40,759		42,335
Gold ounces sold		40,810		44,102
Cash Operating Costs/ounce sold (C1) [3]	$	419	$	515
Total Cash Costs/ounce sold (C2) [3]	$	443	$	541
All-in Sustaining Costs/ounce sold [3]	$	690	$	698
All-in Costs/ounce sold [3]	$	867	$	757
Average realized gold price	$	1,212	$	1,302

1 Çöpler Gold Mine production data represents 100% for all periods presented, except for attributable production and sales.
2 Sulfide ores are being stockpiled and reported as a non-current asset (Total of 3.74 million tonnes at 4.01 g/t gold).
3 Cash Operating Costs per ounce, Total Cash Costs per ounce, All-in Sustaining Costs per ounce and All-in Costs per ounce are non-IFRS financial performance measures with no standardized definitions under IFRS. For further information and detailed reconciliations, see the "*Non-IFRS Measures*" section below.

First Quarter 2015 vs. First Quarter 2014

Total material mined in Q1 2015 of 6.4 million tonnes included oxide ore, sulfide ore and waste, and was 1.0 million tonnes lower than Q1 2014. Overall mining rates were lower in Q1 2015 due to short-term mine plan changes. This was driven by the allocation of mining resources to the initial stage of the Heap Leach Pad Phase 4 construction. Full year mining rates are expected to increase in line with revised guidance.

Oxide ore mined contained gold ounces increased 45% due to a 22% increase in oxide ore tonnes mined and a 19% increase in grade as a result of mining higher-grade material from the West and Marble pits. Sulfide ore tonnes mined in Q1 2015 were 10% lower than Q1 2014 as a result of mine plan sequencing.

Gold production of 50,949 ounces was 4% lower than Q1 2014 due to colder winter weather in Q1 2015 as compared to Q1 2014 impacting heap leach kinetics.

Cash Operating Costs per ounce (C1) of $419 were 19% lower than Q1 2014. The decrease reflects the higher oxide ore gold grade placed on the pad during the quarter, a 32% decrease in the stripping ratio over Q1 2014, and an adjustment to the inventory of recoverable gold ounces on the leach pad due to the updated heap leach gold recovery model (estimated increase of 33k ounces to approximately 108k ounces). Costs were also favorably impacted by a weaker Turkish Lira ("TRY") and reduced fuel prices compared to Q1 2014.

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

Total Cash Costs per ounce (C2) of $443 were 18% lower than Q1 2014, reflecting the factors noted above in Cash Operating Costs (C1).

All-in Sustaining Costs per ounce were $690 compared to $698 in Q1 2014. Higher sustaining capital expenditures ($151 per ounce in Q1 2015 versus $49 per ounce in Q1 2014) were more than offset by lower general and administrative costs and total cash costs (C2) noted above.

All-in Costs per ounce were $867 compared to $757 in Q1 2015. The higher cost per ounce reflects higher expansion capital spend related to the Sulfide Project of approximately $157 per ounce.

Investments in Mineral Properties and Equipment

A summary of the investments in capital for the three months ended March 31, 2015 is presented below:

Capital Investments (in '000)	Q1 2015	
	100%	Attributable[1]
Sustaining and general capital		
Heap Leach Pad Phase 4	$ 6,052	$ 4,842
General plant and other assets	1,629	1,303
Sustaining capital - Total	$ 7,681	$ 6,145
Expansion - Sulfide Project capital		
Sulfide Project	$ 7,996	$ 6,397
Total capital expenditures	**$ 15,677**	**$ 12,542**

[1] Capital related to Anagold has been adjusted to reflect the impact of the 20% non-controlling interest, other investments are 100%.

Sustaining capital expenditures are generally defined as those that support the ongoing operation of the asset or business without any associated increase in capacity or future earnings and are mostly considered non-discretionary. Growth capital expenditures are generally defined as those that expand existing capacity and/or increase future earnings and are considered discretionary.

Sustaining and General Capital – Çöpler

Sustaining capital expenditures during Q1 2015 total $7.7 million. The expenditures related predominantly to the Heap Leach Pad Phase 4 expansion ($6.1 million). Construction of the heap leach pad expansion is on track for initial stacking in Q3 2015. Approximately 70% of the HLP4 expansion land area is within the existing permitted area and that portion is currently under construction. The remaining 30% land area necessary for final construction in 2016, requires an additional land use permit and is being permitted with the POX plant which is currently awaiting final approval.

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

Sulfide Growth Capital – Çöpler

Expenditure of $8.0 million during Q1 2015 included finalization of basic engineering and permitting discussed above under "*Strategy and Outlook*". The land use permits required to begin Project construction have progressed through the regulatory process and are currently awaiting final approval.

Long-term Asset – Çöpler Sulfide Stockpiles

Mining costs related to the mining and stockpiling of sulfide ore total $3.1 million for Q1 2015. This reflects an addition of 0.5 million tonnes of sulfide ore to the stockpiles at an average grade of 2.76 g/t gold in the quarter. The high-grade, medium-grade and low-grade sulfide stockpiles at quarter-end totaled 3.7 million tonnes at an average grade of 4.01 g/t gold and carried a total cost of $31.9 million.

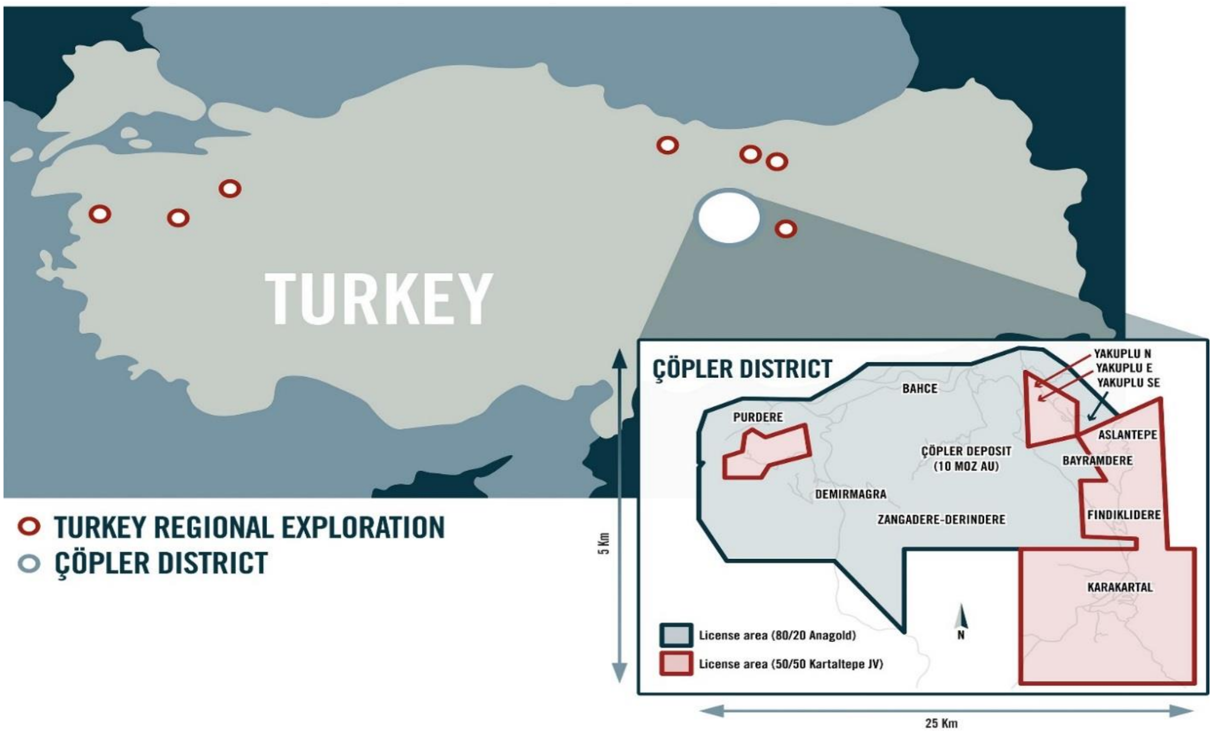
Exploration and Evaluation

The Corporation continues to pursue further expansion of its current operating base to become a sustainable producer with a focus on Turkey. The structured and focused exploration efforts in the Çöpler District to locate additional oxide deposits, as well as in other regions of Turkey are progressing. Drilling and metallurgy work to advance the Dursunbey project in western Turkey will continue in 2015.

The Çöpler District exploration strategy is focused on discovering satellite oxide gold deposits. The early exploration results from the Dursunbey project in western Turkey have been encouraging and have the potential to add to the Corporation's growth pipeline. Overall exploration activities during Q1 2015 are discussed below. Additional details related to the exploration activities can be found in the press release dated September 15, 2014 entitled "Alacer Announces Exploration Results in Turkey" and is available on www.sedar.com and on the Corporation's website.

Q1 2015 Exploration spending (in '000)[1]	Alacer Contribution (%)	Exploration 100%	Exploration Attributable
Çöpler District 80/20	80%	$ 276	$ 221
Çöpler District 50/50	50%	320	160
Turkey Regional - Dursunbey[2]	20%	2,055	411
Turkey Regional	Varied	410	143
Other	100%	99	99
Total		$ 3,160	$ 1,034

[1] Exploration attibutable to joint venture spending is accounted for as other losses under the equity method of accounting.
[2] Dursunbey Project will be 50% ownership after claw-back cost of $3.8 million.



Çöpler District Exploration Program

In Q1 2015 all drilling activities were suspended through the winter period. Drilling is planned to restart in Q2 2015 at the 80%-owned Anagold JV - Yakuplu Southeast ("SE") prospect, and at the 50%-owned Kartaltepe JV - Yakuplu East ("E") and Yakuplu North ("N") prospects. Field activities during the period were restricted to further mapping and rock-chip sampling at Yakuplu SE.

While field activities were restricted, metallurgical samples were selected in Q1 for the Yakuplu SE, Yakuplu E and Bayramdere prospects. In-house metallurgical test work on the selected samples will focus on determining deposit specific oxide ore leaching characteristics, including suitability for potential heap leach processing at Çöpler Mine. Pulp samples from these three prospects were also re-submitted for additional cyanide leachable gold, total sulfur and carbon, and sulfide sulfur assay determinations to accurately model oxide gold leach recovery and to define the oxide versus sulfide transition boundary.

These prospects are within approximately 6 kilometers of the Çöpler Mine, host near-surface gold bearing oxide-gossan mineralization and are spatially close to each other. Leapfrog 3D modelling of the geology, mineralization and controlling structures is ongoing for the Yakuplu SE, Yakuplu E and Bayramdere prospects.

In 2015, work is planned on extending and linking Yakuplu SE and E to significant soil and rock chip anomalies defining the Yakuplu N prospect. Drilling at Yakuplu N is planned to commence on permitted pastoral and private lands, while completion of the work on forestry land is subject to approval of drilling permits. Results will be announced as available.

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

Other Exploration Joint Ventures in Turkey

The Dursunbey project is located in Balıkesir Province, about 370 km west of Ankara and 190 km to the south of Istanbul. The Dursunbey deposit was discovered in April 2013 when its second drill hole (DRD-002) intersected 26.5 m at 7.9 g/t gold and 77 g/t silver from surface. The Corporation has elected to exercise its right to claw back ownership in the Dursunbey Project from 20% to 50% with an estimated claw back cost of $3.8 million at March 31, 2015.

Drilling during Q1 2015 continued the delineation of mineralized zones within a 1,500 m by 300 m area. These near-surface zones dip to the northwest and remain open at depth. Metallurgical test work is underway to determine potential processing options for both near surface oxide and the deeper sulfide portion of this polimetallic mineralization. In addition, drilling results continue to be assessed and will be released with the next exploration update.

Financial Highlights

A summary of the Corporation's consolidated financial results for the periods ended March 31, 2015 and 2014 are presented below.

Consolidated Financial Summary (in '000, except for per share)	**Q1 2015**	**Q1 2014**
Gold sales	$ 61,816	$ 71,800
Less:		
Production costs	22,587	29,804
Depreciation, depletion and amortization	12,969	9,926
Mining gross profit	$ 26,260	$ 32,070
Amounts attributable to owners of the corporation:		
Total net profit	**$ 15,188**	**$ 9,699**
Total net profit per share - basic	$ 0.05	$ 0.03
Total net profit per share – diluted	$ 0.05	$ 0.03
Cash Flows		
Operating cash flows	$ 23,482	$ 34,088
Investing cash flows	(19,567)	(8,946)
Financing cash flows	-	(22,151)
Change in cash flows	3,915	2,991
Effect of exchange rate changes on cash	(610)	(582)
Change in cash	$ 3,305	$ 2,409
Ending cash and cash equivalents	$ 349,920	$ 292,058
	As of	
	31-Mar-15	**31-Mar-14**
Financial Position		
Working capital	$ 394,575	$ 307,749
Total assets	$ 779,752	$ 700,620
Non-current liabilities	$ 22,456	$ 29,757
Total equity	$ 718,834	$ 621,168

First Quarter 2015 vs. First Quarter 2014

Gold sales of $61.8 million were 14% lower than Q1 2014, reflecting a 7% decrease in ounces sold and a 7% decrease in the average realized price. Total cost of sales for Q1 2015 decreased 11% as compared to Q1 2014, mainly driven by lower production costs partly offset by higher DD&A. Production costs in Q1 2015 were lower than Q1 2014 due to a lower stripping ratio and the impact of an increase in inventory of recoverable ounces in the heap leach pad. DD&A costs in Q1 2015 were higher than Q1 2014 due to assets related to improvement initiatives placed in service during 2014. The net impact of lower gold revenues offset by lower production costs resulted in a mining gross profit decline of 18%.

Cash and cash equivalents increased $3.3 million during Q1 2015 as compared to an increase of $2.4 million for Q1 2014. While operating cash flows were $23.5 million in Q1 2015, they were offset by $19.6 million of investing activities related primarily to the Sulfide Project, the heap leach expansion and sulfide stockpiles. Operating cash flows in Q1 2015 were $10.6 million lower than Q1 2014 reflecting the decrease in mining gross profit primarily due to lower prices. There were no financing outflows during Q1 2015 as compared to an outflow of $22.2 million in Q1 2014 for the non-controlling interest dividend payment. The non-controlling interest dividend payment has been suspended in 2015 due to the capital funding requirements of the Sulfide Project.

Through March 31, 2015, total assets increased by $20.4 million, total liabilities decreased by $2.8 million, and total equity increased by $23.2 million. The increase in total assets is due to higher cash, receivables from supplier advances and inventory balances, and an increase in deferred tax assets. The increase in total equity primarily represents the net profit in Q1 2015.

Gold Sales

Details of gold sales for the three months ended March 31, 2015 and 2014 are presented below:

	Q1 2015	Q1 2014
Gold ounces sold[1]	51,012	55,128
Gold sales ($000)	$ 61,816	$ 71,800
Averaged realized price	$ 1,212	$ 1,302
Average London PM Fix	$ 1,218	$ 1,293

[1] Includes 100% of Çöpler.

For Q1 2015, Alacer's average realized gold price of $1,212 per ounce was slightly lower than the quarterly average London PM Fix of $1,218 per ounce. The decline in average price realized during Q1 2015 as compared to Q1 2014 is consistent with price volatilities as discussed below under "*Business Conditions and Trends*". The Corporation is not currently using forward sale contracts or other derivative products for future gold sales.

Other Costs

Details of other costs for the three months ended March 31, 2015 and 2014 are presented below:

(In $000's)	Q1 2015	Q1 2014
General and administrative	$ 3,146	$ 4,475
Share-based employee compensation costs	1,424	815
Foreign exchange (gain) loss	1,397	(1,031)
Other (gain) loss, net	(386)	2,435
Total corporate and other costs	5,581	6,694
Income tax (benefit) expense	(2,548)	8,655
Total other costs	$ 3,033	$ 15,349

General and administrative costs in Q1 2015 decreased 30% versus Q1 2014. This reflects the impact of the restructuring and cost reduction efforts undertaken by the Corporation in prior years.

Share-based employee compensation costs represent long-term incentives that are tied to the price of the Corporation's shares. New incentive grants are generally expensed over a 3-year vesting period, subject to mark-to-market adjustments based on the share price at the end of the period. Costs in Q1 2015 were higher than Q1 2014 primarily due to a higher share price and additional units granted under the Restricted Share Unit Plan and the Performance Share Unit Plan.

Foreign exchange (gain) loss results from volatility in the USD to TRY exchange rate as applied to Turkish operations. Activity for each period reflects changes in the exchange rate as applied to monetary asset and liability account balances denominated in TRY. In Q1 2015, a realized foreign exchange gain of $1.3 million related to foreign currency transactions was more than offset by an unrealized foreign exchange loss of $2.7 million primarily from the currency translation of Turkish Lira denominated deferred tax assets.

Other (gain) loss includes the results of miscellaneous operating and non-operating transactions. The loss in Q1 2014 includes approximately $2.2 million related to the write-down of various assets held for sale after the divestment of the Australian Business Unit in 2013.

Income tax expense for Q1 2015 decreased significantly as compared to the income tax expense for the same period in 2014 primarily due to the impact of recognizing the benefit of incentive tax credits related to qualifying expenditures at the Çöpler Gold Mine. Application of these tax credits reduces income tax expense in the current period and offsets current and future cash tax payments.

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

Summary of Quarterly Results

The following table summarizes the Corporation's total revenues, profit (loss) and profit (loss) per share for each of the preceding eight quarterly periods ended March 31, 2015.

(in '000, except for per share)	Q1 2015	Q4 2014	Q3 2014	Q2 2014	Q1 2014	Q4 2013	Q3 2013	Q2 2013
Total revenues, continuing operations	$ 61,816	$ 76,509	$ 79,581	$ 63,707	$ 71,800	$ 88,102	$ 108,814	$ 89,627
Amounts attributable to owners of the Corporation:								
Profit (loss) from continuing operations	$ 15,188	$ 31,617	$ 14,900	$ 9,128	$ 9,699	$ (20,925)	$ 36,559	$ 18,376
Profit (loss) from discontinued operations	$ -	$ -	$ -	$ -	$ -	$ 25,053	$ (58,269)	$ (452,149)
Net profit (loss)	$ 15,188	$ 31,617	$ 14,900	$ 9,128	$ 9,699	$ 4,128	$ (21,710)	$ (433,773)
Per share profit (loss) from continuing operations:								
- basic	$ 0.05	$ 0.11	$ 0.06	$ 0.03	$ 0.03	$ (0.03)	$ 0.09	$ 0.06
- diluted	$ 0.05	$ 0.11	$ 0.05	$ 0.03	$ 0.03	$ (0.04)	$ 0.09	$ 0.06
Per share profit (loss) from discontinued Operations:								
- basic	$ -	$ -	$ -	$ -	$ -	$ 0.09	$ (0.20)	$ (1.56)
- diluted	$ -	$ -	$ -	$ -	$ -	$ 0.09	$ (0.20)	$ (1.56)
Per share profit (loss):								
- basic	$ 0.05	$ 0.11	$ 0.06	$ 0.03	$ 0.03	$ 0.05	$ (0.11)	$ (1.50)
- diluted	$ 0.05	$ 0.11	$ 0.05	$ 0.03	$ 0.03	$ 0.05	$ (0.11)	$ (1.50)

Generally, the Corporation does not experience significant effects of seasonality with regard to revenues or expenses. Market fluctuations in the gold price have affected revenues over the last eight quarters.

Liquidity and Capital Resources

The Corporation manages its liquidity and capital resources to provide sufficient cash and cash equivalents to meet short and long-term operating and development plans, credit facility obligations, and other contractual obligations when due. Historically, the Corporation has used cash flow from operations and existing bank credit facilities as primary sources of liquidity. For potential funding of large transactions such as acquisitions, mine development and expansion, and debt refinancing transactions, Alacer may look to the private and public capital markets as a source of financing. Management believes capital resources at March 31, 2015 are sufficient to fund current operations, forecasted exploration and capital expenditures, and reclamation and remediation obligations in 2015. Additionally, the Corporation believes it has the ability to complete the Sulfide Project with no outside funding based on current cash on hand and projected operating cash flows; however, various external financing options are under consideration.

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

Sustaining capital expenditures planned in 2015 total approximately $35 million, which includes approximately $25 million for the heap leach expansion. Growth capital expenditures planned in 2015 total approximately $85 million for the Sulfide Project.

Working Capital

Working capital increased $15.2 million during Q1 2015 primarily reflecting higher cash and cash equivalents, higher receivables and inventories.

Current assets are available at varying times within twelve months following the balance sheet date. Cash and cash equivalents are readily available to meet expenditures. The ability to distribute cash to the parent entity may be subject to jurisdictional regulations or joint venture provisions. Management believes these provisions will not adversely affect the Corporation's ability to meet its commitments when due.

Off-Balance Sheet Arrangements

The Corporation does not have any off-balance sheet arrangements.

Business Conditions and Trends

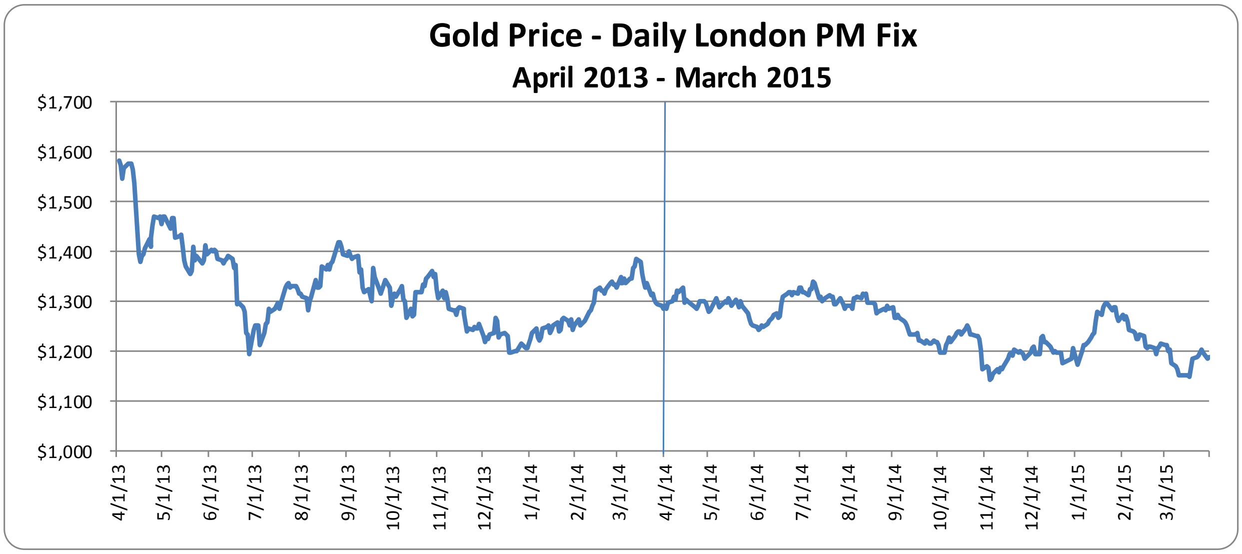
The Corporation's results of operations, financial condition, financial performance and cash flows are affected by various business conditions and trends. The variability of gold prices, fluctuating currency rates and increases in costs of materials and consumables associated with the Corporation's mining activities are the primary economic factors that have impacted financial results during Q1 2015.

Gold Price

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

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

During Q1 2015, the gold price continued to experience volatility, with the closing London PM Fix price ranging from $1,147 to $1,296 per ounce. The price of gold closed at $1,187 per ounce on March 31, 2015 and the average Q1 2015 market price of $1,218 per ounce represents a $75 per ounce reduction from the $1,293 per ounce average market price for Q1 2014.



While management has implemented plans to mitigate the impact of decreased gold prices, as discussed above, further decreases in the realized price of gold sold are possible.

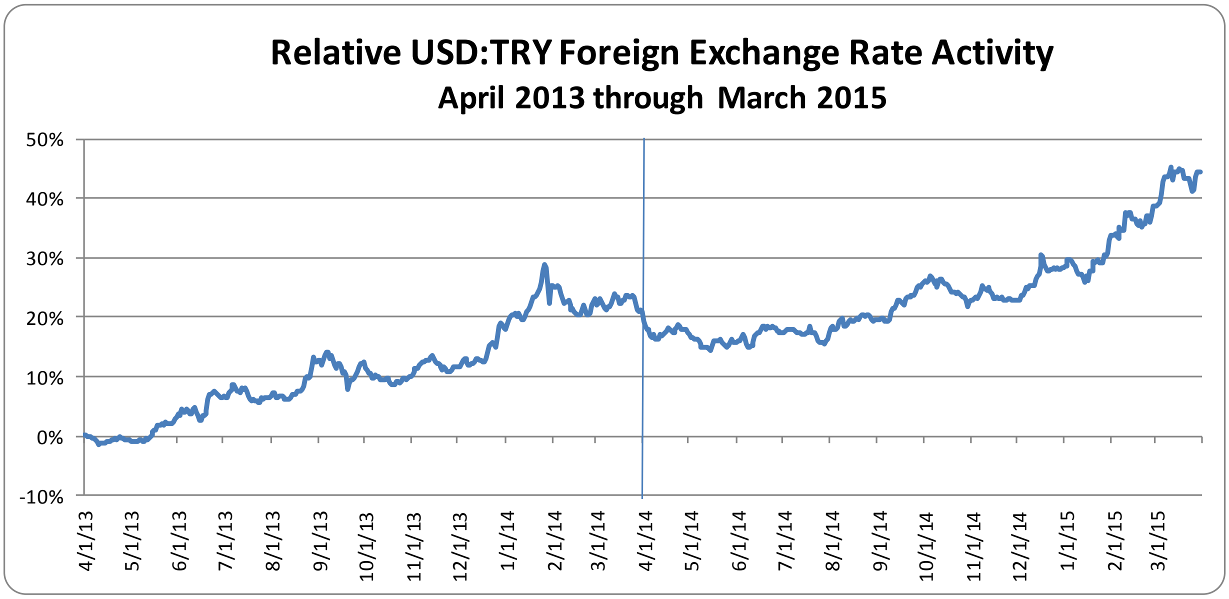
Currency Rates

Fluctuations in currency rates, particularly the relative strength of the USD, affect the Corporation's results of operations and cash flows. The USD is the Corporation's functional currency.

The Corporation's earnings and cash flow may also be affected by fluctuations in the exchange rate between the USD and the Turkish Lira. Such fluctuations may give rise to foreign currency exposure, which may affect future financial results. The Corporation has not entered into any foreign currency forward contracts or other similar financial instruments to manage foreign currency risk. Period end currency rates, as well as average currency rates for the respective periods, relative to the USD are presented in the table that follows.

	End of Period Rates as of				Average Currency Rates	
	31-Mar 2015	31-Dec 2014	31-Mar 2014	31-Dec 2013	Q1 2015	Q1 2014
USD:TRY	2.61	2.32	2.19	2.14	2.46	2.21

Inflation rates in Turkey averaged approximately 7% during Q1 2015 compared with approximately 8% during Q1 2014. Currently, the Corporation has not experienced any material direct liability resulting from changing domestic input prices that have influenced its operations. However, additional indirect costs are expected to flow through from affected suppliers. The collective impact of changing prices may result in operating and capital cost variances beyond Management's control. The Corporation is not currently using derivative products to protect against movements in the cost of commodities, materials or services. The chart below shows the movement in the USD:TRY foreign exchange rate from April 2013 through March 2015.



Turkish Mining Legislation

New Turkish mining legislation was enacted by the government in Q1 2015. The legislation predominately impacts the royalty regime and mining license regime. The Corporation does not anticipate any material implications from the new legislation.

Transactions with Related Parties

As of March 31, 2015, the Corporation does not have any transactions with related parties other than key management compensation as outlined in the Management Information Circular and in Note 24 to the Corporation's consolidated financial statements for the year ended December 31, 2014.

Critical Accounting Policies, Estimates and Accounting Changes

The Corporation's unaudited interim consolidated financial statements are prepared in accordance with IFRS, including IAS 34, *Interim Financial Reporting*. The significant accounting policies applied and recent accounting pronouncements are described in Note 3 to the Corporation's consolidated financial statements for the year ended December 31, 2014. There have been no changes from the accounting policies applied in the December 31, 2014 financial statements for the three month period ended March 31, 2015.

The preparation of the Corporation's unaudited interim consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates and assumptions. These estimates and assumptions are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience, but actual results may materially differ from the amounts included in the financial statements. A full discussion of these estimates and assumptions is included in Note 5 to the Corporation's consolidated financial statements for the year ended December 31, 2014.

Financial Instruments and Other Instruments

The Corporation's financial instruments as of March 31, 2015 consist of cash and cash equivalents, receivables, investments in publicly traded securities, trade and other payables, presented at amortized cost which approximates fair value. The Corporation's financial instruments are denominated primarily in USD and TRY. There were no material income or expense transactions or gains or losses associated with the instruments in Q1 2015.

Credit Risk is associated primarily with short-term investments and the portion of cash and cash equivalents held by banks. Such credit risk is managed by diversifying holdings among various financial institutions and by purchasing short-term investment grade securities. This may include such instruments as bankers' acceptances, guaranteed investment contracts, corporate commercial paper, and U.S. and Canadian treasury bills in accordance with the Corporation's investment policy. Investment objectives are primarily directed towards preservation of capital and liquidity. The investment policy provides limitations on concentrations of credit risk, credit quality and the duration of investments, as well as minimum rating requirements for cash and cash equivalents held in banks and financial institutions. The majority of the Corporation's receivable balances consist of claims for recoverable Turkish value-added tax. The Corporation is also exposed to credit risk to the extent the timing of payments is delayed. As of March 31 2015, Turkish VAT receivable totaled $12.5 million. Management monitors its exposure to credit risk on a continual basis.

Interest rate risk is generally associated with variable rate financial instruments and available market interest rates at the time financial instruments are acquired. The Corporation holds a portion of cash and cash equivalents in bank accounts that earn variable interest rates. Short-term investments are purchased at market interest rates and result in fixed yields to maturity. All other financial assets and liabilities in the form of receivables, payables and provisions are non-interest bearing. Future net cash flows from interest income on cash and cash equivalents and interest expense on variable rate borrowings, if any, will be affected by interest rate fluctuations. The Corporation manages interest rate risk by maintaining an investment policy for short-term investments and cash held in banks. This policy focuses primarily on preservation of capital and liquidity. The Corporation currently does not engage in any hedging or derivative transactions to manage interest rate risk.

Foreign currency risk is generally associated with financial instruments and transactions denominated in non-USD currencies. The Corporation is exposed to financial gain or loss as a result of foreign exchange movements against the USD. The Corporation does not presently engage in hedging or speculative activities. The Corporation holds USD and TRY in sufficient amounts to meet its estimated expenditure requirements for these currencies. The Corporation held approximately $1.4 million denominated in TRY as of March 31, 2015. Therefore, the Corporation remains exposed to future currency fluctuations in USD and TRY. Other foreign currency balances are immaterial in nature.

Non-IFRS Measures

The Corporation has identified certain measures that it believes will assist with understanding the performance of the business. As the measures are not defined under IFRS, they may not be directly comparable with other companies' adjusted measures. The non-IFRS measures are not intended to be a substitute for, or superior to, any IFRS measures of performance, but Management has included them as these are considered to be important comparisons and key measures used within the business for assessing performance. These measures are explained further below.

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

Cash Operating Costs, as defined in the Gold Institute's guidance, include mining, processing, transport and refinery costs, mine site support costs, movement in production inventories, and by-product credits, where relevant.

Total Cash Costs, as defined in the Gold Institute's guidance, include all of the Cash Operating Costs noted above, plus royalties and severance taxes.

All-in Sustaining Costs are an extension of Total Cash Costs and incorporates costs related to sustaining production, including sustaining capital expenditures, exploration and general and administrative costs.

All-in Costs include All-in Sustaining Costs plus growth capital costs and regional joint venture exploration expenditures.

Cash Operating Costs per ounce (C1), Total Cash Costs per ounce (C2), All-in Sustaining Costs per ounce and All-in Costs per ounce are calculated by dividing the relevant costs, as determined using the cost elements noted above, by gold ounces sold for the periods presented. The data does not have a meaning prescribed by IFRS and therefore amounts presented may not be comparable to data presented by gold producers who do not follow the guidance provided by the Gold Institute or the World Gold Council. In particular, non-cash costs such as depreciation and amortization would be included in a measure of total costs of producing gold under IFRS, but are excluded from the non-IFRS measures noted above. Furthermore, while the Gold Institute and World Gold Council have provided definitions for the calculations of these costs, such calculations may vary from company to company and may not be comparable to other similarly titled measures of other companies. However, Alacer believes that these cost measures are useful indicators of performance as they provide an indication of a company's profitability and efficiency, the trends in these costs as the Corporation's operations mature, and a benchmark of performance to allow comparison to other companies.

The following table reconciles these non-IFRS financial measures to the consolidated statements of profit (loss) for the quarters ended March 31, 2015 and 2014.

In $000s, except for per ounce measures	Q1 2015	Q1 2014
Production costs - IFRS	$ 22,587	$ 29,804
Adjustments: (none)	-	-
Total Cash Costs	$ 22,587	$ 29,804
Divided by: gold ounces sold	51,012	55,128
Total Cash Costs per ounce (C2)	**$ 443**	**$ 541**
Total Cash Costs	$ 22,587	$ 29,804
Less: Royalties and severance taxes	1,236	1,436
Cash Operating Costs	$ 21,351	$ 28,368
Divided by: gold ounces sold	51,012	55,128
Cash Operating Costs per ounce (C1)	**$ 419**	**$ 515**
Total Cash Costs – from above	$ 22,587	$ 29,804
Add portions of:		
Exploration	$ 382	$ 695
General and administrative[1]	3,146	4,475
Share-based employee compensation costs	1,424	815
Sustaining capital expenditures	7,681	2,676
All-in Sustaining Costs	$ 35,220	$ 38,465
Divided by: gold ounces sold	51,012	55,128
All-in Sustaining Costs per ounce	**$ 690**	**$ 698**
Total All-in Sustaining Costs, from above	$ 35,220	$ 38,465
Add: Non-sustaining costs[2]	9,031	3,281
Total All-in Costs	$ 44,251	$ 41,746
Divided by: gold ounces sold	51,012	55,128
All-in Costs per ounce	**$ 867**	**$ 757**

1 Excludes non-operating depreciation costs.

2 Includes Sulfide project costs and attributable regional joint venture exploration expenditures.

Other

Disclosure Controls and Procedures and Internal Control over Financial Reporting

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

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

The Corporation's Chief Executive Officer and Chief Financial Officer have used the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") 2013 framework to design the Corporation's DC&P and ICFR as of March 31, 2015. The Corporation's Chief Executive Officer and Chief Financial Officer have each evaluated the design of the Corporation's DC&P and ICFR as of March 31, 2015 and have concluded that these controls and procedures are adequately designed to provide reasonable assurance that material information relating to the Corporation is made known to them by others within the Corporation, and to provide reasonable assurance that financial information is recorded, processed, summarized and reported in a timely manner.

Management of the Corporation was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The result of the inherent limitations in all control systems means no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. There has been no change in the Corporation's internal control over financial reporting during the quarter ended March 31, 2015 that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Subsequent Events

Finance Facility

On April 27, 2015, the Corporation signed a commitment letter with BNP Paribas (Suisse) SA, Türk Ekonomi Bankası AŞ, ING Bank N.V. and Société Générale, London Branch for a $250 million, 7-year senior secured credit facility to finance the expansion of the Çöpler Gold Mine, with no mandatory hedging and interest rates of LIBOR plus 2.5% to 2.95%. The commitments under the commitment letter and accompanying term sheet are subject to settlement of definitive loan documentation and customary conditions to funding, including satisfaction of customary due diligence and the Corporation obtaining all necessary regulatory approvals.

Incentive Certificate

On April 24, 2015, the Turkish Government approved and issued the third incentive certificate which will generate material cash tax credits from eligible expenditure on the Sulfide Project and Heap Leach Pad expansion. The certificate has a 6-year duration to October 2020 and is classified as 'strategic', which provides the maximum benefits. The cash tax credits will reduce current and future tax payments.

Outstanding Share Data

The following common shares and convertible securities were outstanding as of April 24, 2015.

Security	Expiry Date	Weighted Average Exercise Price	Common Shares on Exercise
Common Shares*			290,918,219
Convertible Securities	Various	N /A	4,111,437
			295,029,656

* Common shares outstanding include 73,921,341 shares represented by CDI, being a unit of beneficial ownership in an Alacer share and traded on the ASX.