MANAGEMENT'S DISCUSSION AND ANALYSIS

For The Three and Nine Month Periods Ended September 30, 2012

This management discussion and analysis ("MD&A") of Alacer Gold Corp. and its subsidiaries ("Alacer Gold" or the "Corporation") is for the three and nine month periods ended September 30, 2012. Comparison is provided to the three and nine month periods ended September 30, 2011. Information in this report is current to November 14, 2012. This MD&A complements and supplements the unaudited interim consolidated financial statements for the three and nine month periods ended September 30, 2012 and 2011 (the "consolidated financial statements"), and should be read in conjunction with the consolidated financial statements. 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, 2011, the MD&A for the year ended December 31, 2011 (the "2011 MD&A") and the Annual Information Form for the year ended December 31, 2011. Alacer Gold's consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"). Public disclosure filings relating to Alacer Gold are available on SEDAR at www.sedar.com. All dollar amounts in this MD&A are expressed in thousands of U.S. Dollars ("USD"), unless otherwise noted.

Table of Contents

Cautionary Statements

Forward-Looking Information

Except for statements of historical fact relating to Alacer Gold, certain statements contained in this MD&A 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 Gold. Forward-looking information often relates to statements concerning Alacer Gold'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, matters relating to proposed exploration, communications with local stakeholders and community relations, status of negotiations of joint ventures, weather conditions at our operations, 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 and analyses, the timing of construction of proposed mines and process facilities, capital and operating expenditures, economic conditions, availability of sufficient financing, exploration plans 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. 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 Gold's filings, and include exploration results and the ability to explore, the ultimate determination of mineral reserves, availability and final receipt of required approvals, titles, licenses and permits, sufficient working capital to develop and operate the mines, access to adequate services and supplies, commodity prices, ability to meet production targets, 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, lack of legal challenges with respect to the property of Alacer Gold and the ultimate ability to mine, process and sell mineral products on economically favorable terms. While we consider these factors and assumptions to be reasonable based on information currently available to us, they may prove to be incorrect.

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

Mineral Reserves and Resources

All mineral reserves and 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 Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. While terms associated with various categories of "reserve" or "resource" 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 mineral reserves and resources due to inherent uncertainties in acceptable estimating techniques. In particular, "indicated" and "inferred" mineral resources have a great amount of uncertainty as to their existence, economic and legal feasibility. It cannot be assumed that all or any part of an "indicated" or "inferred" mineral resource will ever be upgraded to a higher category of resource. Investors are cautioned not to assume that all or any part of the mineral deposits in these categories will ever be converted into proven and probable reserves.

Qualified Persons:

The disclosure in this MD&A which relates to Exploration Results and Mineral Resources and Reserves is based on information compiled and approved by the following employees of Alacer Gold:

- Mr. Chris Newman, BSc (Hons), MAusIMM, MAIG, Executive Vice President, Exploration, in regards to exploration results and Mineral Resources;

- Mr. Paul Thompson, BSc (Hons), MSc, FAusIMM, Vice President, Technical Services, in regards to Mineral Reserves except for Çöpler Oxide and Sulfide; and

Mr. Newman and Mr. Thompson have sufficient experience which is relevant to the style of mineralization and type of deposits under consideration and to the activity which is being undertaken to qualify as Competent Persons as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" and a Qualified Person pursuant to NI 43-101. They consent to the inclusion in this report of the matters based on this information in the form and context in which it appears.

Alacer Gold is an intermediate gold producer engaged in exploration, development and operation of gold properties in Turkey and Australia. Alacer Gold holds interests in multiple operating mines which feed three processing facilities. In addition, Alacer Gold controls numerous development and exploration stage properties. Alacer Gold is executing a growth strategy through the use of cash flows to grow production and cash margins to generate strong capital returns. While the primary objective is organic growth, the Corporation also identifies and evaluates strategic transactions that will add shareholder value.

Alacer Gold is a Canadian corporation incorporated in the Yukon Territory with its primary listing on the Toronto Stock Exchange. CHESS Depository Interests ("CDI") trade on the Australian Securities Exchange ("ASX").

Q3 Performance Summary

- Attributable gold production totaled 90,951 ounces during Q3 2012, a decrease of 17% compared to Q3 2011. This decrease is primarily due to the change in Alacer Gold's ownership in the Çöpler mine from 95% to 80%, effective January 1, 2012 as discussed below in *"Business Update."*
- Attributable gold sales totaled 99,355 ounces during Q3 2012, a decrease of 6% compared to Q3 2011.
- Attributable Total Cash Costs/ounce[1] were $841/ounce compared to $669/ounce for Q3 2011.
- At the Çöpler mine, Total Cash Costs/ounce[1] sold in Q3 2012 were $416/ounce compared to $318/ounce in Q3 2011.
- Total Cash Costs/ounce[1] sold at the Australian mines for Q3 2012 were $1,080/ounce compared to $884/ounce for Q3 2011.
- Attributable net profit of $23.4 million compared to $38.0 million in Q3 2011.
- Adjusted net profit[2] of $19.0 million compared to $53.2 million in Q3 2011.
- Cash and cash equivalents increased to $280.0 million as of September 30, 2012, up from $249.6 million as of December 31, 2011.
- An updated Çöpler resource estimate was released during the quarter. Measured and Indicated ("M+I") Resources increased to 182.6 million tonnes at a grade of 1.4g/t gold, containing a total of 8.0 million ounces (inclusive of reserves) as at June 30, 2012.
- Higher grades are expected at Higginsville and Çöpler in Q4 2012. The Corporation remains on track to meet previously released full-year 2012 aggregate production and cost guidance.
- Work continued on the ABU strategic and operational review to look at cost reductions and improving grade.

[1] Total Cash Costs/ounce is a non-IFRS financial performance measure with no standardized definition under IFRS. For further information and detailed reconciliations, see the "Non-IFRS Measures" section of this MD&A.

[2] Adjusted net profit is a non-IFRS financial performance measures with no standardized definition under IFRS. For further information and a detailed reconciliation. see the "Non-IFRS Measures" section of this MD&A.

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

Overall Performance

Operating Highlights	Q3 2012	Q3 2011	YTD 2012	YTD 2011[1]
Attributable Production and Sales[2]				
Attributable ounces produced	90,951	110,020	278,312	300,962
Attributable ounces sold	99,355	106,212	294,827	289,737
Attributable Cash Operating Costs/ounce[3]	$747	$559	$689	$563
Attributable Total Cash Costs/ounce[3]	$841	$669	$790	$663
Total Production and Sales[4]				
Ounces produced	99,120	112,680	305,636	307,343
Ounces sold	108,310	108,330	324,989	295,233
Cash Operating Costs/ounce[3]	$716	$554	$654	$559
Total Cash Costs/ounce[3]	$805	$663	$750	$658

1 In 2011, the Australian operations were acquired in connection with the Merger with Avoca Resources Limited (the "Merger"), which closed on February 18, 2011. However, to assist the reader in understanding the YTD 2012 mine operating results as compared to YTD 2011, these YTD 2011 production and sales results reflect statistics for the full Q1 2011 period. Production results for YTD 2011 also include production and sales activity for Çöpler prior to the commencement of commercial operations on April 1, 2011.

2 Attributable production and sales includes the Corporation's net ownership percentage in Çöpler (2012: 80%; 2011: 95%).

3 Cash Operating Costs and Total Cash Costs are non-IFRS financial performance measures with no standardized definitions under IFRS. For further information and detailed reconciliations, see the "*Non-IFRS Measures*" section of this MD&A.

4 Total production and sales include 100% production and sales from the Corporation's controlled operations, plus 49% from the Frog's Leg mine.

The Corporation's attributable gold production for Q3 2012 was 90,951 ounces, a decrease of 19,069 ounces, or 17%, compared to production during the same period in 2011. Approximately 8,000 ounces, or 42%, of this decrease is associated with the change in Alacer Gold's ownership of the Çöpler mine from 95% to 80%, on January 1, 2012 as discussed below in *"Business Update."*

At the Çöpler mine, on an attributable basis gold production decreased by 17,866 ounces, or 35%, compared to production during the same period in 2011. Of the total variance, approximately 8,000 ounces were attributable to the Corporation's decrease in percentage ownership of the Çöpler mine and the remaining ounces were attributable to the mining and treating of lower grade ore from the Manganese and Marble pits. Australian production had a slight decrease of 1,203 ounces, or 2%, driven by an 8% reduction in processed grade, offset slightly by a 7% increase in ore tonnes processed.

For Q3 2012, attributable Cash Operating Costs per ounce and attributable Total Cash Costs per ounce were $747 and $841, respectively. These costs respectively are 34% and 26% higher when compared to Q3 2011 results. The variance reflects increased unit costs in Australia related to lower processed ore grades, as well as expensing production-related paste fill costs (as determined by Management in January 2012), where such costs were capitalized during Q3 2011. Additionally, costs increased at Çöpler during Q3 2012 as a result of lower grade ore stacked on the heap leach pad and increased reagent usage as more fully described below under *"Operating Segment: Turkey."*

Detailed analysis of mine results is presented below under "*Results of Operations."*

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

Consolidated Financial Summary	Q3 2012 $	Q3 2011 $	YTD 2012 $	YTD 2011[1] $
Profit (loss)				
Gold sales	$179,497	$184,124	$536,986	$373,192
Production costs	(87,243)	(71,772)	(243,768)	(171,622)
Depreciation, depletion and amortization	(41,400)	(32,965)	(113,540)	(62,942)
Mining gross profit	50,854	79,387	179,678	138,628
Net profit	$32,024	$40,987	$135,572	$10,689
Net profit per share attributable to owners of the corporation	$0.08	$0.14	$0.37	$0.02
Net profit per share attributable to owners of the corporation - diluted	$0.08	$0.13	$0.36	$0.02
Adjusted net profit[2]	$19,028	$53,236	$64,559	$93,747
Adjusted net profit per share[2]	$0.07	$0.19	$0.23	$0.37
Cash Flows				
Operating cash flows	$58,197	$87,529	$201,176	$148,684
Investing cash flows	(42,988)	(38,506)	(156,235)	9,197
Financing cash flows	(6,024)	2,108	(14,475)	9,799
Effect of exchange rate changes on cash	(4,544)	(3,637)	(13)	529
Change in cash	$4,641	$47,494	$30,453	$168,209
Ending cash and cash equivalents	$280,018	$186,934	$280,018	$186,934

	As of Sep 30, 2012 $	Dec 31, 2011 $
Financial Position		
Working capital	$226,135	$44,198
Total assets	1,929,051	1,802,912
Non-current liabilities	102,591	109,007
Total equity	1,650,243	1,392,765

[1] YTD 2011 results exclude $36,722 of revenues, $13,792 of production costs, which were recorded to Development Property during Q1 2011 as required by IFRS for pre-commercial production. In addition, YTD 2011 results only include revenues and related expenses for the Australian operations subsequent to the Merger and includes $71,809 of Merger-related expenditures.

[2] Adjusted net profit and Adjusted net profit per share are non-IFRS financial performance measures with no standardized definition under IFRS. For further information and a detailed reconciliation, see the "*Non-IFRS Measures*" section of this MD&A.

Third quarter 2012 vs. Third quarter 2011

Gold revenues for Q3 2012 totaled $179,497. This represents a decrease of 3% as compared to revenues for Q3 2011, which equals the 3% decrease in realized gold price of $1,657 per ounce compared to $1,700 per ounce for Q3 2011. Gold ounces sold were comparable in both periods.

Total cost of sales for Q3 2012 (including production costs and depreciation, depletion and amortization ("DD&A")) totaled $128,643, which is an increase of 23% compared to Q3 2011. Overall, these expenses increased principally due to increases at the Australian operations ("the Australian Business Unit"). Total Cash Costs/ounce sold at the Australian Business Unit increased by 22% due to the following: impact of both processing grades and expensing paste fill costs already discussed above; an increase in strip ratios; implementation costs associated with a business improvement program (the "Improvement Program") designed to increase mining and plant efficiencies and lower costs; and ore haulage costs. Q3 2012 DD&A also increased as compared to Q3 2011 principally at the Australian Business Unit resulting from the impacts of pre-production stripping costs associated with open pit mines, as well as both lower grades and sales volumes. Additionally, Çöpler experienced increased operating costs during Q3 2012 related to lower grade ores placed on the pad and higher processing costs, primarily due to increased use of reagents. Çöpler results for Q3 2011 also include the favorable impacts of mining-related costs capitalized for Phase 2 pad construction.

Q3 2012 mining gross profit totaled $50,854, which is 36% lower than Q3 2011. Mining gross profit decreased due to increased production costs and DD&A, as well as the impact of a 3% decrease in realized gold prices per ounce.

Q3 2012 net profit totaled $32,024, a decrease of $8,963 as compared to $40,987 for Q3 2011. This decrease is due to the reductions in mining gross profit discussed above, slightly offset by a reduction in income tax expense due to lower taxable income in 2012 compared to 2011.

Adjusted net profit for Q3 2012 was $19,028, which is a decrease of $34,208 over the adjusted net profit of $53,236 for Q3 2011, and principally reflects increased production costs and DD&A, as well as increased exploration and evaluation costs within the Australian Business Unit. Additionally, the increased non-controlling interest in Çöpler (from 5% to 15%) from the partner in Çöpler, Lidya Madencilik A.Ş. ("Lidya Mining"), reduced the Corporation's share of adjusted net profit. For adjusted net profit, tax expense is normalized to reflect statutory rates, which are higher in Turkey than the effective tax rates utilized for financial statement disclosures. Adjusted net profit is a non-IFRS financial measure used by Management to evaluate the recurring nature of the Corporation's operations. Reconciliation from net profit (loss) attributable to owners of the Corporation to adjusted net profit is provided below under "*Non-IFRS Measures*."

The Corporation ended Q3 2012 with cash of $280,018 and reported an overall net increase in cash of $4,641 for the three-month period, as compared to net cash increase of $47,494 for the three-month period in 2011. Operating cash flows decreased 34% in Q3 2012 as compared to Q3 2011 related to increased production and exploration costs, as well as a 3% reduction in sales revenues. Investing outflows during Q3 2012 totaled $(42,988), an increase of $4,482 as compared to Q3 2011. Investing cash during Q3 2012 was primarily associated with the following: ongoing costs at Çöpler (Sulfide Project and Marble pit stripping); development costs at Chalice (Higginsville) and Trident (Higginsville); and stripping costs at Pernatty (SKO). Q3 2011 reflected investing cash outflows associated with: ongoing construction costs at Çöpler for Heap Leach Phase 2 and village relocation activities; underground mine development costs at Trident, Chalice and Frog's Leg; development costs at Chalice; and exploration and evaluation costs capitalized as development property. Financing outflows during Q3 2012 totaled $(6,024), as compared to financing cash inflows of $2,108 during Q3 2011. Q3 2012 financing outflows primarily reflected payments on borrowings. Q3 2011 financing inflows primarily reflect the cash received upon stock option exercises.

First nine months of 2012 vs. first nine months of 2011

Gold sales for YTD 2012 totaled $536,986. This represents an increase of 44% as compared to revenues for YTD 2011. Additionally, total cost of sales for YTD 2012 (including production costs and DD&A) totaled $357,308, an increase of 52% as compared to cost of sales during YTD 2011. YTD 2012 mining gross profit totaled $179,678, exceeding YTD 2011 mining gross profit of $138,628. Factors influencing increases for all of these financial items primarily relate to 2012 including full operations at all mines whereas 2011 was limited to post-Merger Australian operations and excluded Çöpler's pre-commercial operating results.

YTD 2012 net profit totaled $135,572, an increase of $124,883 as compared to the YTD 2011 net profit of $10,689. This increase is due to the increased mining gross profit noted above, increases on the valuation change of the Corporation's convertible debentures ("Debentures"), as well as the impacts of one-time Merger-related expenditures totaling $71,809 incurred during 2011. These increases were partially offset by increases in exploration and evaluation and general and administrative expenditures plus the impact of a greater net tax expense based on taxable income in 2012 compared to 2011.

Adjusted net profit for YTD 2012 was $64,559, which is a decrease of $29,188 over the adjusted net profit of $93,747 for YTD 2011, and principally reflects increases in both exploration and evaluation costs and overall general and administrative costs. Additionally, the increased non-controlling interest (from 5% to 15%) from the partner in Çöpler, Lidya Mining, reduced the Corporation's share of adjusted net profit. For adjusted net profit, tax expense is normalized to reflect statutory rates by jurisdiction, which are higher in Turkey than the effective tax rates utilized for financial statement disclosures. Adjusted net profit is a non-IFRS financial measure used by Management to evaluate the recurring nature of the Corporation's operations. Reconciliation from net profit (loss) attributable to owners of the Corporation to adjusted net profit is provided below under "*Non-IFRS Measures*."

The Corporation ended Q3 2012 with cash of $280,018 and reported an overall net increase in cash of $30,453 for the nine-month period, as compared to net cash increase of $168,209 for the nine-month period in 2011. Operating cash flows increased $52,492 in YTD 2012 as compared to YTD 2011, primarily due to the Australian Business Unit's contribution after the Merger. Investing outflows during YTD 2012 totaled $(156,235), as compared to investing cash inflows of $9,197 during YTD 2011. Investing cash during YTD 2012 was primarily associated with the same projects as described above in the quarterly results, with the addition of Çöpler (Heap Leach Phase 2 and Sulfidization, Acidification, Recirculation and Thickening ("SART")), SKOEP and development costs at the Vine Pit. YTD 2011 reflected investing cash inflows from the Merger, as well as Çöpler mining gross profits which were recorded to development property during Q1 2011. These 2011 inflows were offset by outflows associated with the same activities as described above in the quarterly results. Financing outflows during YTD 2012 totaled $(14,475), as compared to financing cash inflows of $9,799 during YTD 2011. YTD 2012 financing outflows primarily reflect the cash paid in connection with the Debenture maturities discussed below under "*Liquidity and Capital Resources*" and payment of dividends to the non-controlling interest partner in Çöpler, Lidya Mining. These outflows were offset by Lidya Mining's acquisition of an additional 15% interest in Anagold Madencilik Sanayi Ve Ticaret Anonim Sirketi ("Anagold"), the operator of the Çöpler mine. YTD 2011 financing inflows primarily reflect the cash received upon stock option exercises.

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

Working capital increased by $181,937 at September 30, 2012, as compared to December 31, 2011, primarily due to increased cash and inventory balances generated from mining operations, as well as cash inflows related to the non-controlling interest sale to Lidya Mining and the impact of the conversion of C$53.6 million of the Debentures to common shares. See "*Working Capital*" below for additional analysis.

Total assets increased by $126,139, reflecting increases in cash and inventory noted above, as well as increases in non-current mineral properties and equipment. Non-current liabilities decreased by $6,416, reflecting a net deferred tax asset position rather than a deferred tax liability offset by net additional borrowings on the existing Australian credit facility. Total equity increased $257,478, primarily due to the YTD 2012 net profit, the additional non-controlling interest by Lidya Mining, and the value of the common shares issued associated with the conversion of the Debentures discussed above.

Additional information regarding 2011 quarterly financial results is included below under "*Summary of Quarterly Results*."

Outlook

Higher grades are expected at Higginsville and Çöpler in Q4 2012, and the Corporation remains on track to meet previously released full-year 2012 production and cost guidance. The Corporation's previously announced guidance on an aggregate basis for 2012 is set forth immediately below.

Category	**2012 Guidance**
Attributable[1]	
Production ounces	385,000 - 403,000
Cash Operating Costs[2]/ounce	$649 - $675
Total Cash Costs[2]/ounce	$755 - $781
Total (100% basis)	
Production ounces	423,000 - 443,000
Cash Operating Costs[2]/ounce	$619 - 644
Total Cash Costs[2]/ounce	$719 - 744

[1] Attributable production and sales includes the Corporation's net 80% ownership percentage in Çöpler.

[2] Cash Operating Costs and Total Cash Costs are non-IFRS financial performance measures with no standardized definitions under IFRS.

Business Update

The Corporation is strengthening its focus on producing the highest margin ounces available in order to improve total shareholder returns, and this work is expected to be the catalyst that reverses the recent decline in the Corporation's operating and financial performance. As previously disclosed, a strategic and operational review is currently in progress to identify opportunities to improve the cash generation and profit contribution from the Corporation's ABU. This review is being conducted in conjunction with the Corporation's 2013 budgeting process. The results of the review will be incorporated into the ABU's budget for 2013 and will be released to the market during Q1 2013. This review encompasses a full range of strategic and operational options in order to maximize value and shareholder return from these assets.

To date, the Corporation has implemented a number of cost-saving initiatives in Australia, including demobilizing two open pit mining fleets at SKO and reducing the workforce at both SKO and Higginsville by a total of 108 persons. Costs saving initiatives are currently focused on evaluating and optimizing underground mine development layouts at Higginsville and maximizing open pit mining grade at SKO.

An updated Çöpler resource estimate was announced on September 10, 2012. This has resulted in M+I Resources increasing to 182.6 million tonnes at a grade of 1.4g/t of gold, containing a total of 8.0 million ounces (inclusive of reserves) as at June 30, 2012. This resource will form the basis of the mine plan in the Çöpler Sulfide Feasibility Study. See *"Project Updates, Exploration and New Developments"* below.

The Çöpler Sulfide Feasibility Study was initiated in January 2012 and is on track for completion in December 2012. The Corporation expects to disclose the results of the Feasibility Study during Q1 2013. The throughput of the pressure oxidation plant was envisaged to be 8,000 tonnes per day in the Prefeasibility Study ("PFS"). Detailed costing is now progressing on a throughput scenario of 10,000 tonnes per day. Facility layouts and equipment selection are underway in preparation for developing cost estimates consistent with feasibility study standards. Initial indications are that capital estimates for construction of the sulfide treatment plant will be higher than those estimated in the PFS as a result of the proposed increase in throughput, the revised plant arrangements and general cost escalation since the PFS costs were estimated in Q3 2010. See *"Project Updates, Exploration and New Developments"* below.

The Corporation's executive management positions of Chief Operating Officer, Chief Development Officer and Executive Vice President - Mine Performance have been eliminated and, effective November 1, 2012, replaced on geographical lines with the positions of President - Turkish Operations and President - Australian Operations. Howard Stevenson is serving as President - Turkish Operations and Tony James is serving as President - Australian Operations. Messrs. James and Stevenson will be responsible, respectively, for all capital works and ongoing operations at our existing mine sites in Australia and Turkey. In addition, Louw Smith has been named Chief Technical Services Officer with responsibility to ensure consistency of processes and standards across the Turkish and Australian Business Units. These three positions will report directly to the President and Chief Executive Officer.

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

Business Conditions and Trends

The MD&A for the year ended December 31, 2011 contains a discussion of the key business and economic trends that affect the Corporation and its financial statements. The following information provides updates reflecting significant changes since the preparation of the 2011 MD&A.

Gold Price

The price of gold is the most significant external factor affecting profitability and cash flow from operations. The following table shows average quarterly gold prices per ounce:

	Q3 2012	Q3 2011	YTD 2012	YTD 2011
Alacer Gold realized	$1,657	$1,700	$1,652	$1,587
London PM Fix	$1,652	$1,702	$1,652	$1,534

During Q3 2012, the gold price experienced continued volatility, with the price ranging from $1,556 to $1,785 per ounce. The price of gold closed at $1,776 per ounce, while the average Q3 2012 market price of $1,652 represents a $50 per ounce decrease from the $1,702 per ounce average market price for Q3 2011. Variances between actual average sales prices and the London PM fix for Q3 2012 and Q3 2011 were due to the timing of individual sales during the respective periods. Variances for YTD 2011 reflect the addition of post-Merger Australian gold sales during Q1 2011, as the gold price rose during the latter half of that quarter.

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, except for Australian operations where the Australian Dollar ("AUD") is the functional currency. Period end currency rates, as well as average currency rates for the respective periods, relative to the USD are presented in the table below.

	End of Period Rates as of		Average Currency Rates			
	Sep 30 2012	Dec 31 2011	Q3 2012	Q3 2011	YTD 2012	YTD 2011
USD-AUD	0.96	0.98	0.96	0.95	0.97	0.96
USD-CAD	0.98	1.02	1.00	0.98	1.00	0.98
USD-TRY	1.80	1.90	1.80	1.73	1.80	1.62

Changing Prices

Overall inflation rates remained in line with prior year trends during Q3 2012. In Australia, legislation regarding carbon tax credits came into effect July 1, 2012. Currently, the Corporation has not experienced and does not expect any future material direct liability resulting from its operations. However, additional indirect costs are expected to flow through from affected suppliers.

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

Results of Operations

	Q3 2012 $	Q3 2011 $	YTD 2012 $	YTD 2011 $
Mining Gross profit (loss) by segment:[1]				
Turkish operations - Çöpler	$49,821	$55,081	$178,094	$96,781
Australian operations:				
Higginsville	(1,830)	8,251	(5,321)	17,091
South Kalgoorlie Operations:				
SKO - Frog's Leg	3,197	14,012	9,431	24,819
SKO - Other	(334)	2,043	(2,526)	(63)
Australian operations	1,033	24,306	1,584	41,847
Mining gross profit	$50,854	$79,387	$179,678	$138,628
Exploration and evaluation by segment:				
Turkey	928	(173)	2,712	2,250
Australia	10,879	5,044	29,325	9,794
Exploration and evaluation	11,807	4,871	32,037	12,044
Other costs	7,023	33,529	12,069	115,895
Net profit	$32,024	$40,987	$135,572	$10,689
Non-controlling interest	(8,659)	(3,010)	(30,888)	(4,941)
Net profit attributable to owners of the corporation	$23,365	$37,977	$104,684	$5,748
Adjusted net profit[2]	$19,028	$53,236	$64,559	$93,747

[1] Represents IFRS-based operating results. As such, YTD 2011 numbers exclude Australian operations prior to the Merger and Çöpler operations prior to the declaration of commercial operations as of April 1, 2011.
[2] Adjusted net profit is a non-IFRS financial performance measure with no standardized definition under IFRS. For further information and a detailed reconciliation, see the "*Non-IFRS Measures*" section of this MD&A.

Third quarter 2012 vs. Third quarter 2011

For Q3 2012, Turkish operations contributed a mining gross profit of $49,821 on sales of 44,777 ounces of gold compared to a mining gross profit of $55,081 on sales of 42,355 ounces of gold for Q3 2011. The Australian operations contributed mining gross profit of $1,033 on sales of 63,533 ounces of gold compared to a mining gross profit of $24,306 on sales of 65,975 ounces of gold for Q3 2011. Further information and analysis of individual mine operating results is included below under "*Operating Segments.*"

First nine months of 2012 vs. first nine months of 2011

For YTD 2012, Turkish operations contributed a mining gross profit of $178,094 on sales of 150,810 ounces of gold compared to a mining gross profit of $96,781 on sales of 109,924 ounces of gold for YTD 2011. The Australian operations contributed a mining gross profit of $1,584 on sales of 174,179 ounces of gold compared to a mining gross profit of $41,847 on sales of 185,309 ounces of gold for YTD 2011. Further information and analysis of individual mine operating results is included below under "*Operating Segments.*"

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

Exploration and evaluation costs and other costs

Exploration and evaluation costs include expenditures that did not meet Management criteria for cost capitalization. The increase in 2012 versus 2011 is discussed below under "*Exploration and Evaluation.*"

Other costs include normal corporate general and administrative costs, share-based compensation, foreign exchange (gain) loss, finance (income) expense, other (gain) expense amounts and income tax expense (benefit). The decrease in 2012 costs as compared to 2011 is discussed below under *"Other Costs."*

Production Summary – Quarterly

			SKO			Alacer Gold Total	
	Çöpler	**Higginsville**	**Frog's Leg (49%)**	**Other**	**SKO Total**	**Q3 2012**	**Q3 2011**
Operating statistics, open pit:							
Ore tonnes mined	1,769,301	12,063	-	228,595	228,595	**2,009,959**	2,167,103
Waste tonnes mined	5,759,423	47,023	-	2,102,163	2,102,163	**7,908,609**	4,513,954
Mined grade	1.59	5.11	-	1.78	1.78	**1.64**	2.01
Mined ounces	90,629	1,983	-	13,115	13,115	**105,727**	140,095
Operating statistics, underground:							
Ore tonnes mined	-	267,102	74,461	-	74,461	**341,563**	296,446
Mined grade	-	3.38	6.15	-	6.15	**3.99**	4.96
Mined ounces	-	29,064	14,728	-	14,728	**43,792**	47,314
Total ore tonnes mined	1,769,301	279,165	74,461	228,595	303,056	**2,351,522**	2,463,549
Total mined grade	1.59	3.46	6.15	1.78	2.86	**1.98**	2.37
Total mined ounces	90,629	31,047	14,728	13,115	27,843	**149,519**	187,409
Ore tonnes treated	1,747,816	355,554	97,209	230,243	327,452	**2,430,822**	2,412,919
Head grade	1.55	2.92	5.09	1.65	2.67	**1.87**	2.32
Recovery [1 & 2]	61.1%	96.9%	92.2%	92.2%	92.2%	**N/M**	N/M
Gold ounces produced[3]	40,843	32,357	14,666	11,254	25,920	**99,120**	112,680
Attributable gold ounces produced[3]	32,674	32,357	14,666	11,254	25,920	**90,951**	110,020
Cash Operating Costs/ounce[4]	$ 378	$ 924	$ 892	$1,134	$ 997	**$ 716**	$554
Total Cash Costs/ounce[4]	$ 416	$1,103	$ 934	$1,196	$1,048	**$ 805**	$663
Attributable Cash Operating Costs/ounce[4]						**$ 747**	$559
Attributable Total Cash Costs/ounce[4]						**$ 841**	$669

[1] For Çöpler, recovery rate is indicative of the modeled ultimate recovery of material placed on the pad during the current quarter.

[2] "N/M" means not meaningful for consolidated results.

[3] Total gold ounces include the Corporation's 49% share of Frog's Leg and 100% of Çöpler. Attributable gold ounces are reduced by the 20% (2011 - 5%) non-controlling interest at Çöpler.

[4] Cash Operating Costs and Total Cash Costs are non-IFRS financial performance measures with no standardized definitions under IFRS. For further information and detailed reconciliations, see the "*Non-IFRS Measures*" section of this MD&A.

Operating Segment: Turkey

Çöpler (operator and 2012 - 80% ownership; 2011 – 95%) [1]

	Q3 2012	Q3 2011	YTD 2012	YTD 2011[2]
Operating statistics, open pit:				
Ore tonnes mined	1,769,301	1,786,536	5,160,565	5,469,132
Waste tonnes mined	5,759,423	3,379,795	12,508,043	8,550,920
Mined grade	1.59	2.07	1.61	1.48
Ounces mined	90,629	118,943	267,872	260,267
Operating statistics, underground:				
Ore tonnes mined	-	-	-	-
Mined grade	-	-	-	-
Mined ounces	-	-	-	-
Total tonnes mined	1,769,301	1,786,536	5,160,565	5,469,132
Total mined grade	1.59	2.07	1.61	1.48
Total mined ounces	90,629	118,943	267,872	260,267
Ore tonnes treated	1,747,816	1,777,562	5,142,603	5,628,501
Head grade	1.55	2.06	1.41	1.21
Recovery[3]	61.1%	65.0%	58.7%	58.5%
Gold ounces produced[4]	40,843	53,200	136,619	127,618
Attributable gold produced[4 & 5]	32,674	50,540	109,295	121,237
Gold ounces sold	44,777	42,355	150,810	109,924
Attributable gold sold[5]	35,822	40,237	120,648	104,428
Cash Operating Costs/ounce[6]	$378	$259	$314	$360
Total Cash Costs/ounce[6]	$416	$318	$356	$406
Average realized gold price[7]	$1,667	$1,699	$1,650	$1,608
Financial Data (in 000s)[7]				
Gold sales	$74,634	$71,964	$248,881	$134,261
Production costs	18,635	13,448	53,689	30,802
Depreciation, depletion and amortization	6,178	3,435	17,098	6,678
Mine gross profit	$49,821	$55,081	$178,094	$96,781

1 Table data represents 100% for all periods presented, unless indicated by Footnote 5.
2 Production results include operational activity prior to the commencement of commercial operations on April 1, 2011.
3 For Çöpler, recovery rate is indicative of the modeled ultimate recovery of material placed on the pad during the periods presented.
4 Ounces produced is gold poured.
5 Reflects impacts of Lidya Mining's non-controlling interest (2012: 20%; 2011: 5%).
6 Cash Operating Costs and Total Cash Costs are non-IFRS financial performance measures with no standardized definitions under IFRS. For further information and detailed reconciliations, see the "*Non-IFRS Measures*" section of this MD&A.
7 YTD 2011 IFRS-based financial results exclude Çöpler operations prior to commencement of commercial operations on April 1, 2011. Therefore, no operating results were recognized during Q1 2011. Average realized gold price is presented consistent with IFRS-based financial results.

Third quarter 2012 vs. Third quarter 2011

Çöpler's Q3 2012 attributable gold production totaled 32,674 ounces compared to 50,540 ounces during Q3 2011, a decrease of 35%. This decrease is principally due to the impact of Lidya Mining's purchase of an additional 15% in Çöpler and a decrease in the grade of ore mined by 0.48g/t.

Çöpler revenues (100% basis) for Q3 2012 totaled $74,634 at an average sales price of $1,667 per ounce, versus Q3 2011 revenues of $71,964 at an average sales price of $1,699 per ounce. The average sales prices for both periods varied from the effective London PM Fix average of $1,652 and $1,702 per ounce, respectively. In both cases, the variance this reflects the timing of individual sales during the period.

Cash Operating Costs/ounce and Total Cash Costs/ounce for Q3 2012 were $378 and $416, respectively. These amounts increased 46% and 31%, respectively, for Q3 2012 compared to Q3 2011 amounts of $259 and $318, respectively. These cost/ounce increases for the comparable periods were due primarily to a 25% decline in processed ore grade placed on the heap leach, higher processing costs due to increased use of reagents, additional mining costs associated with an increased strip ratio in the Marble pit, favorable Q3 2011 impacts of mining related costs capitalized for Phase 2 pad construction of approximately 20%, as well as implementation costs associated with the Improvement Program. These increases were offset slightly by strengthening of the USD to TRY in Q3 2012 as compared to Q3 2011.

First nine months of 2012 vs. first nine months of 2011

Çöpler's YTD 2012 attributable gold production totaled 109,295 ounces compared to 121,237 ounces during YTD 2011, a decrease of 10%. This decrease is due to the impact of Lidya Mining's purchase of an additional 15% in Çöpler. In addition to the factors discussed above in quarterly results, there were offsetting increases in gold production related to the successful ramp-up of Çöpler operations that occurred throughout 2011.

A total of 5,160,565 tonnes of ore at an average grade of 1.61g/t was mined during YTD 2012, providing 267,872 mined gold ounces for YTD 2012. A total of 5,142,603 tonnes at 1.41g/t was placed on the heap leach pad during YTD 2012 versus 5,628,501 at 1.21g/t during YTD 2011. The increase in grade during YTD 2012, offset by a tonnage decrease of 9%, resulted in a 3% increase over gold ounces mined during YTD 2011.

Approximately 58%, or 2,969,659 tonnes, of the ore placed on the pad during YTD 2012 was crushed and agglomerated at an average grade of 1.95g/t, compared with 888,659 tonnes at 3.10g/t in YTD 2011. Wet ore plugging of the material handling circuit as a result of expanding the footprint of the operations into the Main pits affected operations in the early part of 2012. As discussed above, a change in the mine plan from developing the clay-rich Main open pits to mining harder rock ore from the Manganese and Marble open pits, positively impacted crusher throughput in Q3 2012, and is expected to positively impact gold production in Q4 2012. Basic engineering of a stand-alone clay handling and conveying circuit is being undertaken to address this issue, and procurement for equipment supply is underway, as more fully discussed below under "*Çöpler Projects.*"

Çöpler revenues (100% basis) for YTD 2012 totaled $248,881 at an average sales price of $1,650 per ounce, versus YTD 2011 revenues of $134,261 at an average sales price of $1,608 per ounce. The average sales prices for both periods varied from the effective London PM Fix average of $1,652 and $1,534 per ounce, respectively. For 2012, the variance reflects the timing of individual sales during the period. For 2011, the average sales price reflects sales excluding Q1 2011 as no operating results were recognized during that quarter. The effective London PM Fix continued to increase throughout the first nine months of 2011. This resulted in higher average realized sales price as gold sales occurred when rates were highest.

Cash Operating Costs/ounce and Total Cash Costs/ounce for YTD 2012 were $314 and $356, respectively. These amounts decreased 13% and 12%, respectively, for YTD 2012 compared to YTD 2011 amounts of $360 and $406, respectively. The decreases for both Cash Operating Costs/ounce and Total Cash Costs/ounce for 2012 compared to 2011 were due primarily to a 17% improvement in processed ore grade placed on the heap leach, as well as capitalization of a portion of waste costs for waste material used as fill for leach pad expansion, which began in Q3 2011 and continued through Q1 2012. These decreases were partially offset by implementation costs associated with the Improvement Program.

Operating Segment: Australia

Higginsville (operator and 100 % ownership)

	Q3 2012	Q3 2011	YTD 2012	YTD 2011[1]
Operating statistics, open pit:				
Ore tonnes mined	12,063	28,628	27,104	36,095
Waste tonnes mined	47,023	422,986	947,822	1,420,395
Mined grade	5.11	4.29	3.80	4.80
Ounces mined	1,983	3,953	3,308	5,566
Operating statistics, underground:				
Ore tonnes mined	267,102	210,468	776,840	681,340
Mined grade	3.38	4.35	3.77	4.53
Mined ounces	29,064	29,460	94,203	99,222
Total tonnes mined	279,165	239,096	803,944	717,435
Total mined grade	3.46	4.35	3.77	4.54
Total mined ounces	31,047	33,413	97,511	104,788
Ore tonnes treated	355,554	318,752	1,032,987	979,828
Head grade	2.92	3.47	3.14	3.68
Recovery	96.9%	96.8%	96.9%	96.7%
Gold ounces produced[2]	32,357	35,018	100,913	112,060
Gold ounces sold	36,875	38,682	103,575	116,137
Cash Operating Costs/ounce[1&3]	$924	$804	$927	$704
Total Cash Costs/ounce[1&3]	$1,103	$1,018	$1,139	$893
Average realized gold price[4]	$1,643	$1,698	$1,653	$1,571
Financial Data (in 000s)[4]				
Gold sales	$60,582	$65,685	$171,178	$147,198
Production costs	40,665	39,370	117,935	95,090
Depreciation, depletion and amortization	21,747	18,064	58,564	35,017
Mine gross profit (loss)	($1,830)	$8,251	($5,321)	$17,091

1 Production results are presented as if the Merger occurred on January 1, 2011. Costs per ounce calculations include the impacts of purchase price step ups.
2 Ounces produced is gold poured and includes net change of gold-in-circuit. Coupled with the reporting of rounded grades and recoveries, post-Merger ounces produced are subject to rounding and estimation differences.
3 Cash Operating Costs and Total Cash Costs are non-IFRS financial performance measures with no standardized definitions under IFRS. For further information and detailed reconciliations, see the "*Non-IFRS Measures*" section of this MD&A.
4 IFRS-based financial results for Australian assets exclude operations prior to February 18, 2011; therefore, YTD 2011 financial results are limited and only reflect sales and related costs from February 18, 2011. Average realized gold price is presented consistent with IFRS-based financial results.

Third quarter 2012 vs. Third quarter 2011

Higginsville produced 32,357 total gold ounces in Q3 2012 compared to 35,018 for Q3 2011, a decrease of 8%. This decrease in gold production was related to a 16% reduction in grade processed, as discussed below, partially offset by a 12% increase in tonnes processed.

Ore mined at the Higginsville Operations in Q3 2012 totaled 279,165 tonnes at 3.46g/t for 31,047 ounces compared to 239,096 tonnes at 4.35g/t for 33,413 ounces for Q3 2011. The majority of ore mined at Higginsville during Q3 2012 was sourced from the Trident underground mine. Ore mined from the Trident underground mine during Q3 2012 totaled 241,214 tonnes at a grade of 3.52g/t for 27,323 contained ounces, compared to the 210,468 tonnes at a grade of 4.35g/t for 29,460 contained ounces mined in Q3 2011. Ore tonnage mined, ore grade and ounces represent a 15% increase, a 19% decrease, and a 7% decrease, respectively, for the Trident underground mine from Q3 2012 compared to Q3 2011. The decrease in grade at the Trident mine is a direct result of the lower grade in Apollo Sub-Level Open Stopes, and a lower than planned number of completed Athena bench stopes. Some localized dilution in the Athena bench stopes mined also created negative grade reconciliations.

Total underground development advance for Q3 2012 was 2,981 meters, comprised of 1,832 meters of capital development and 1,149 meters of operating development. At the end of Q3 2012, the Trident Decline progressed to the 640mRL (Surface is 1,310mRL).

At the Chalice underground mine, initial stoping ore from the Atlas Lode was mined in September 2012. The ore mined from Chalice was 25,888 tonnes at an average grade of 2.09g/t for Q3 2012. The Chalice decline has reached the 1,055mRL (Surface is 1,320mRL) at the end of Q3 2012.

The Vine open pit was completed in July 2012 bringing to an end the open pit mining activities at Higginsville in 2012.

A total of 355,554 tonnes of ore at an average grade of 2.92g/t was processed at the Higginsville Treatment Plant during Q3 2012, which was 12% higher than the 318,752 ore tonnes processed during Q3 2011. However, ore grade processed during Q3 2012 was approximately 16% lower than Q3 2011, resulting in an overall 8% reduction in gold production. Processing of lower margin open pit ore and historical surface stockpiles has been completed during Q3 2012.

Higginsville revenue for Q3 2012 totaled $60,582 at an average sales price of $1,643 per ounce, versus Q3 2011 revenues of $65,685 at an average sales price of $1,698 per ounce. The average sales prices for both periods varied from the effective London PM Fix average of $1,652 and $1,702 per ounce, respectively. In both cases, the variance reflects the timing of individual sales during the period.

Cash Operating Costs/ounce and Total Cash Costs/ounce for the period were $924 and $1,103, respectively. These per ounce measures increased 15% and 8% over Q3 2011 Cash Operating Costs/ounce and Total Cash Costs/ounce of $804 and $1,018, respectively. The most significant increases are due to approximately $127/ounce from the effect of a 16% decline in processed grade. Additionally, Q3 2012 expensed production-related paste fill costs (as determined by Management in January 2012) of approximately $61/ounce, whereas such costs were capitalized during Q3 2011. These increases were offset by a decline in stripping ratios, as well as a 1% improvement in foreign currency exchange rates. The Total Cash Costs/ounce were impacted by favorable variable royalty pricing components.

First nine months of 2012 vs. first nine months of 2011

Higginsville produced 100,913 total gold ounces for YTD 2012 compared to 112,060 for YTD 2011, a decrease of 10%. This decrease in gold production was related to a 15% reduction in grade processed. A total of 1,032,987 tonnes of ore at an average grade of 3.14g/t was processed during YTD 2012, which was 5% higher than the 979,828 ore tonnes processed during YTD 2011. The trends associated with ore processed for year to date were consistent with trending as discussed above in quarterly results.

Ore mined from the Higginsville Operations totaled 803,944 tonnes at 3.77g/t. The majority of ore mined continued to be sourced from the Trident underground mine with similar results and trending as discussed above in quarterly results. Total gold ounces mined during YTD 2012 decreased 7% to 97,511 ounces when compared to YTD 2011.

Higginsville revenue for YTD 2012 totaled $171,178 at an average sales price of $1,653 per ounce, versus YTD 2011 revenues of $147,198 at an average sales price of $1,571 per ounce. The average sales prices for both periods varied from the effective London PM Fix average of $1,652 and $1,534 per ounce, respectively. For 2012, the variance reflects the timing of individual sales during the period. For 2011, the average sales price reflects post-merger sales. The effective London PM Fix continued to increase throughout the first nine months of 2011. This resulted in higher average realized sales price as gold sales occurred when rates were highest.

Cash Operating Costs/ounce and Total Cash Costs/ounce for the period were $927 and $1,139, respectively. These costs have increased 32% and 28% over YTD 2011 Cash Operating Costs/ounce and Total Cash Costs/ounce of $704 and $893, respectively. The net contributing increase causes for both Cash Operating Costs/ounce and Total Cash Costs/ounce for 2012 compared to 2011 are consistent with the trends discussed above for the quarterly comparisons.

South Kalgoorlie Operations - Summary

	Q3 2012	Q3 2011	YTD 2012	YTD 2011[1]
Operating statistics, open pit:				
Ore tonnes mined	228,595	351,939	548,183	582,219
Waste tonnes mined	2,102,163	711,173	9,399,240	3,086,533
Mined grade	1.78	1.52	1.53	1.43
Ounces mined	13,115	17,199	26,984	26,762
Operating statistics, underground:				
Ore tonnes mined	74,461	85,978	236,845	211,723
Mined grade	6.15	6.46	5.61	6.82
Mined ounces	14,728	17,854	42,690	46,415
Total tonnes mined	303,056	437,917	785,028	793,942
Total mined grade	2.86	2.49	2.76	2.87
Total mined ounces	27,843	35,053	69,674	73,177
Ore tonnes treated	327,452	316,605	987,037	920,901
Head grade	2.67	2.20	2.34	2.50
Recovery	92.2%	91.6%	91.5%	91.4%
Gold ounces produced[2]	25,920	24,462	68,104	67,665
Gold ounces sold	26,658	27,293	70,604	69,172
Cash Operating Costs/ounce[1&3]	$997	$656	$981	$632
Total Cash Costs/ounce[1&3]	$1,048	$694	$1,022	$665
Average realized gold price[4]	$1,661	$1,703	$1,656	$1,581
Financial Data (in 000s)[4]				
Gold sales	$44,281	$46,475	$116,927	$91,734
Production costs	27,943	18,954	72,144	45,731
Depreciation, depletion and amortization	13,475	11,466	37,878	21,247
Mine gross profit	$2,863	$16,055	$6,905	$24,756

1 Production results are presented as if the Merger occurred on January 1, 2011. Costs per ounce calculations include the impacts of purchase price step ups.

2 Ounces produced is gold poured and includes net change of gold-in-circuit. Coupled with the reporting of rounded grades and recoveries, post-Merger ounces produced are subject to rounding and estimation differences.

3 Cash Operating Costs and Total Cash Costs are non-IFRS financial performance measures with no standardized definitions under IFRS. For further information and detailed reconciliations, see the "*Non-IFRS Measures*" section of this MD&A.

4 IFRS-based financial results for Australian assets exclude operations prior to February 18, 2011; therefore, YTD 2011 financial results are limited and only reflect sales and related costs from February 18, 2011. Average realized gold price is presented consistent with IFRS-based financial results.

The SKO facility (the "Jubilee plant") processes ore from various regional mining operations. For 2012, mines providing ore to the Jubilee plant included Alacer Gold's 49% interest in the Frog's Leg mine and the HBJ, Pernatty and Triumph open pit mines. Detailed information regarding SKO components is presented on the following pages.

SKO - Frog's Leg (third-party operator, reflects Alacer Gold's 49% ownership)

	Q3 2012	Q3 2011	YTD 2012	YTD 2011[1]
Operating statistics, open pit:				
Ore tonnes mined	-	-	-	-
Waste tonnes mined	-	-	-	-
Mined grade	-	-	-	-
Ounces mined	-	-	-	-
Operating statistics, underground:				
Ore tonnes mined	74,461	85,978	236,845	211,723
Mined grade	6.15	6.46	5.61	6.82
Mined ounces	14,728	17,854	42,690	46,415
Total tonnes mined	74,461	85,978	236,845	211,723
Total mined grade	6.15	6.46	5.61	6.82
Total mined ounces	14,728	17,854	42,690	46,415
Ore tonnes treated	97,209	80,001	260,313	250,223
Head grade	5.09	6.30	5.09	6.04
Recovery	92.2%	91.8%	91.9%	91.7%
Gold ounces produced[2]	14,666	15,490	39,114	44,556
Gold ounces sold	15,072	17,477	40,763	45,347
Cash Operating Costs/ounce[1&3]	$892	$500	$852	$492
Total Cash Costs/ounce[1&3]	$934	$534	$894	$528
Average realized gold price[4]	$1,659	$1,718	$1,656	$1,584
Financial Data (in 000s)[4]				
Gold sales	$25,011	$30,019	$67,516	$61,050
Production costs	14,081	9,338	36,425	24,201
Depreciation, depletion and amortization	7,733	6,669	21,660	12,030
Mine gross profit	$3,197	$14,012	$9,431	$24,819

1 Production results are presented as if the Merger occurred on January 1, 2011. Costs per ounce calculations include the impacts of purchase price step ups.

2 Ounces produced is gold poured and includes net change of gold-in-circuit. Coupled with the reporting of rounded grades and recoveries, post-Merger ounces produced are subject to rounding and estimation differences.

3 Cash Operating Costs and Total Cash Costs are non-IFRS financial performance measures with no standardized definitions under IFRS. For further information and detailed reconciliations, see the "*Non-IFRS Measures*" section of this MD&A.

4 IFRS-based financial results for Australian assets exclude operations prior to February 18, 2011; therefore, YTD 2011 financial results are limited and only reflect sales and related costs from February 18, 2011. Average realized gold price is presented consistent with IFRS-based financial results.

Third quarter 2012 vs. Third quarter 2011

Jubilee plant production from Frog's Leg ore was 14,666 ounces of gold during Q3 2012, a decrease of 5% from the 15,490 ounces produced during Q3 2011. This decrease was driven by a 19% decrease in grade processed offset by a 22% increase in tonnes processed. A total of 97,209 tonnes of ore at an average grade of 5.09g/t was processed during Q3 2012. The decline in processed grade generally corresponds to the decline in mined grade as noted below. The excess of tonnes processed in Q3 2012 versus tonnes mined (as discussed below) reflects processing of the ore stockpile on hand at the mine as of June 30, 2012. This stockpile was caused by reduced surface haulage to the Jubilee mill in June 2012 due to rain delays.

A total of 74,461 tonnes of ore at an average grade of 6.15g/t was mined during Q3 2012. As compared to Q3 2011, ore tonnes mined and mined grade decreased 13% and 5%, respectively. The lower grade resulted from the mine production schedule, with Q3 2012 production extracting ore from lower grade stopes compared with Q3 2011. This resulted in an 18% net decrease of mined ounces in comparison to Q3 2011.

Underground development totaled 612 meters, comprising 280 meters of capital development and 332 meters of operating development.

Frog's Leg revenue for Q3 2012 was $25,011 at an average sales price of $1,659 per ounce, versus Q3 2011 revenues of $30,019 at an average sales price of $1,718 per ounce. The average sales prices for both periods varied from the effective London PM Fix average of $1,652 and $1,702 per ounce, respectively. In both cases, the variance reflects the timing of individual sales during the period.

Cash Operating Costs/ounce and Total Cash Costs/ounce for Q3 2012 were $892 and $934, respectively. These amounts increased 78% and 75% from the Q3 2011 amounts of $500 and $534, respectively. The most significant increases are due to Q3 2012 expensed production-related paste fill costs (as determined by Management in January 2012) of approximately $122/ounce, whereas such costs were capitalized during Q3 2011. Additionally, cost increases of approximately $112/ounce resulted from the effect of a 19% decline in processed grade. Other unit cost increases include geology cost escalations. These increases were offset slightly by a 1% improvement in foreign currency exchange rates.

First nine months of 2012 vs. first nine months of 2011

Jubilee plant production from Frog's Leg ore was 39,114 ounces of gold during YTD 2012, a decrease of 12% from the 44,556 ounces produced during YTD 2011. This decrease was driven by a 16% decrease in grade processed offset by a 4% increase in tonnes processed. A total of 260,313 tonnes of ore at an average grade of 5.09g/t was processed during YTD 2012. The decline in processed grade generally corresponds to the decline in mined grade as noted below.

A total of 236,845 tonnes of ore at an average grade of 5.61g/t was mined during YTD 2012. As compared to YTD 2011, ore tonnes mined increased 12%, but were offset by an 18% decrease in mined grade. This resulted in an 8% reduction of mined ounces in comparison to YTD 2011. The lower grade resulted from the mine production sequence.

Frog's Leg revenue for YTD 2012 was $67,516 at an average sales price of $1,656 per ounce, versus YTD 2011 revenues of $61,050 at an average sales price of $1,584 per ounce. The average sales prices for both periods varied from the effective London PM Fix average of $1,652 and $1,534 per ounce, respectively. For 2012, the variance reflects the timing of individual sales during the period. For 2011, the average sales price reflects post-merger sales. The effective London PM Fix continued to increase throughout the first nine months of 2011. This resulted in higher average realized sales price as gold sales occurred when rates were higher.

Cash Operating Costs/ounce and Total Cash Costs/ounce for YTD 2012 were $852 and $894, respectively. These amounts increased 73% and 69% from the YTD 2011 amounts of $492 and $528, respectively. The contributing increase causes for both Cash Operating Costs/ounce and Total Cash Costs/ounce for 2012 compared to 2011 are consistent with the trends discussed above for the quarterly comparisons.

SKO - Other (operator and 100% ownership)

	Q3 2012	Q3 2011	YTD 2012	YTD 2011[1]
Operating statistics, open pit:				
Ore tonnes mined	228,595	351,939	548,183	582,219
Waste tonnes mined	2,102,163	711,173	9,399,240	3,086,533
Mined grade	1.78	1.52	1.53	1.43
Ounces mined	13,115	17,199	26,984	26,762
Operating statistics, underground:				
Ore tonnes mined	-	-	-	-
Mined grade	-	-	-	-
Mined ounces	-	-	-	-
Total tonnes mined	228,595	351,939	548,183	582,219
Total mined grade	1.78	1.52	1.53	1.43
Total mined ounces	13,115	17,199	26,984	26,762
Ore tonnes treated	230,243	236,604	726,724	670,678
Head grade	1.65	1.35	1.36	1.18
Recovery	92.2%	91.3%	91.0%	90.5%
Gold ounces produced[2]	11,254	8,972	28,990	23,109
Gold ounces sold	11,586	9,816	29,841	23,825
Cash Operating Costs/ounce[1&3]	$1,134	$933	$1,157	$899
Total Cash Costs/ounce[1&3]	$1,196	$980	$1,197	$926
Average realized gold price[4]	$1,663	$1,676	$1,656	$1,576
Financial Data (in 000s)[4]				
Gold sales	$19,270	$16,456	$49,411	$30,684
Production costs	13,862	9,616	35,719	21,530
Depreciation, depletion and amortization	5,742	4,797	16,218	9,217
Mine gross profit (loss)	($ 334)	$2,043	($2,526)	($63)

1 Production results are presented as if the Merger occurred on January 1, 2011. Costs per ounce calculations include the impacts of purchase price step ups.

2 Ounces produced is gold poured and includes net change of gold-in-circuit. Coupled with the reporting of rounded grades and recoveries, post-Merger ounces produced are subject to rounding and estimation differences.

3 Cash Operating Costs and Total Cash Costs are non-IFRS financial performance measures with no standardized definitions under IFRS. For further information and detailed reconciliations, see the "*Non-IFRS Measures*" section of this MD&A.

4 IFRS-based financial results for Australian assets exclude operations prior to February 18, 2011; therefore, YTD 2011 financial results are limited and only reflect sales and related costs from February 18, 2011. Average realized gold price is presented consistent with IFRS-based financial results.

Third quarter 2012 vs. Third quarter 2011

SKO - Other produced 11,254 ounces of gold during Q3 2012, representing a 25% increase from Q3 2011 production. This increase was due to an increase in grade processed of 22% offset by a decrease in tonnes processed of 3%, as discussed below.

Ore tonnes mined decreased 35% during Q3 2012 as compared to Q3 2011. A total of 228,595 tonnes of ore at an average grade of 1.78g/t was mined. This decrease in tonnes was offset by an increase in mined grade of 17% during Q3 2012 when compared to Q3 2011. As a result, total gold ounces mined decreased 24% to 13,115 ounces. The majority of ore mined was sourced from the newly developed higher-grade Triumph and Pernatty open pits, compared with ore mining from the HBJ stage two east wall cutback in Q3 2011. The significant increase in waste tonnes mined in comparable periods reflects stripping of the Triumph and Pernatty open pits with two mining fleets compared with one mining fleet in the comparative period.

A total of 230,243 tonnes of ore at an average grade of 1.65g/t was processed during the quarter, which was 3% less than ore tonnes processed during Q3 2011. Ore grade processed during Q3 2012 was approximately 22% higher than Q3 2011. Both of these factors resulted in increased gold production of 25% when compared to the prior year.

SKO - Other generated revenue for Q3 2012 totaling $19,270 at an average sales price of $1,663 per ounce, versus Q3 2011 revenues of $16,456 at an average sales price of $1,676 per ounce. The average sales prices for both periods varied from the effective London PM Fix average of $1,652 and $1,702 per ounce, respectively. In both cases, the variance reflects the timing of individual sales during the period.

Cash Operating Costs/ounce and Total Cash Costs/ounce for the period were $1,134 and $1,196, respectively. Cash Operating Costs/ounce and Total Cash Costs/ounce increased 22% and 22%, compared with Q3 2011 Cash Operating Costs/ounce and Total Cash Costs/ounce of $933 and $980, respectively. Cost increases primarily resulted from increased costs associated with ore haulage and an increase in open pit strip ratios. Other unit cost increases include implementation costs associated with the Improvement Program. Offsetting these cost increases were benefits attributable to improved processing grades and a 1% improvement in foreign currency exchange rates

First nine months of 2012 vs. first nine months of 2011

SKO - Other produced 28,990 ounces of gold during YTD 2012, representing a 25% increase from YTD 2011 production. This increase was due to an increase in tonnes processed of 8%, which was due to optimizing the processed ore blend, and increase in grade processed of 15%. A total of 726,724 tonnes of ore at an average grade of 1.36g/t was processed during YTD 2012. Ore processed for year to date was consistent with trending as discussed above in quarterly results.

Ore tonnes mined from operations decreased 6% during YTD 2012 as compared to YTD 2011. A total of 548,183 tonnes of ore at an average grade of 1.53g/t was mined. This decrease in tonnes was offset by an increase in mined grade of 7% during YTD 2012 when compared to YTD 2011. As a result, total gold ounces mined increased slightly to 26,984 ounces. The significant increase in waste tonnes mined reflects stripping of the Triumph and Pernatty pits with two mining fleets compared with one mining fleet in the comparative period.

SKO - Other generated revenue for YTD 2012 totaling $49,411 at an average sales price of $1,656 per ounce, versus YTD 2011 revenues of $30,684 at an average sales price of $1,576 per ounce. The average sales prices for both periods varied from the effective London PM Fix average of $1,652 and $1,534 per ounce, respectively. For 2012, the variance reflects the timing of individual sales during the period. For 2011, the average sales price reflects post-merger sales. The effective London PM Fix continued to increase throughout the first nine months of 2011. This resulted in higher average realized sales price as gold sales occurred when rates were highest.

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

Cash Operating Costs/ounce and Total Cash Costs/ounce for the period were $1,157 and $1,197, respectively. Cash Operating Costs/ounce and Total Cash Costs/ounce increased 29% and 29%, compared with YTD 2011 Cash Operating Costs/ounce and Total Cash Costs/ounce of $899 and $926, respectively. The net increases for both Cash Operating Costs/ounce and Total Cash Costs/ounce for 2012 compared to 2011 are consistent with the trends discussed above for the quarterly comparisons.

Exploration and Evaluation

Exploration and evaluation expenses increased in Q3 2012 and YTD 2012 versus comparative prior periods due to expenditures incurred in Australia associated with Higginsville and SKO, most of which were direct drilling costs at both locations designed to identify new satellite ore sources for Higginsville and new prospects and pit extensions at SKO. In addition to these expenditures, significant resource development work was performed throughout 2012 at Çöpler, focusing on extending the current boundaries of the ore bodies. Exploration and resource development work is more fully discussed below under "*Project Updates, Exploration and New Developments*."

Other Costs

	Q3 2012 $	Q3 2011 $	YTD 2012 $	YTD 2011 $
General and administrative	8,942	9,264	28,198	21,830
Merger-related (income) expenditures	-	(107)	-	71,809
Share-based employee compensation costs	2,203	2,571	5,266	6,968
Foreign exchange gain, net	(5,958)	(3,077)	(3,002)	(537)
Finance (income) expense, net	1,445	8,440	(28,385)	17,950
Other (gain) loss, net	(520)	(6,277)	2,045	(6,670)
Total corporate and other costs	$6,112	$10,814	$4,122	$111,350
Income tax expense (benefit)	911	22,715	7,947	4,545
Total other costs	$7,023	$33,529	$12,069	$115,895

Other costs reflect ongoing oversight and management costs, as well as general expenditures and income taxes, which are not related to individual mining operations. Significant variations from the prior period results are discussed below:

General and administrative costs for Q3 2012 decreased slightly over Q3 2011. YTD 2012 costs increased as compared to YTD 2011 and primarily reflect the impact of a full period of Australian Business Unit expenses in 2012 for Australian-based management and general support staff, as compared to the post-Merger period in 2011. In addition, these costs have increased in 2012 as compared to 2011 due to additional corporate support staff, professional service fees and travel.

Merger-related expenditures were incurred exclusively in 2011 associated with the Merger, which closed February 2011.

Share-based employee compensation costs relate to amortization of costs associated with stock options and restricted stock units ("RSU") over their respective vesting periods. These are non-cash charges. Additionally, share-based compensation includes any mark-to-market adjustments required under the Corporation's deferred share units plan. The decreases in both Q3 2012 versus Q3 2011 and YTD 2012 versus YTD 2011 are due to decreased amortization of RSU costs as historical RSU issuances have been fully amortized.

Foreign exchange (gain) loss, net results primarily from: volatility in the USD-TRY as applied to Turkish operations; volatility in the USD-AUD as applied to a USD-denominated intercompany borrowing arrangement ("Intercompany Loan") and for which the loan obligation is eliminated in consolidation; and volatility in the USD-CAD exchange rate as applied to the Debentures, which was a CAD-denominated liability until their maturity on April 30, 2012. For Q3 2012, the foreign exchange net gain was $(5,958), which was primarily attributed to decline of the USD versus the AUD measured for the Intercompany Loan. For Q3 2011, the net gain of $(3,077) related mostly to recovery of the USD versus the CAD measured for the Debentures. The YTD 2012 net gain as compared to the YTD 2011 net gain was due to similar reasons noted for the quarters. With the exception of the Intercompany Loan, USD-AUD translations related to the Australian operations are reported as changes to equity as the AUD is the functional currency of the Australian operating segment.

Finance (income) expense, net represent interest expense, gains and losses on financial instruments, unwinding of rehabilitation provision discount and interest income. The Q3 2012 and YTD 2012 finance costs decreased as compared to comparable periods in 2011 primarily due the maturity of the Debentures. The change in debenture option valuation was $3,973 in Q3 2011, with no recognition in Q3 2012 due to maturity in April 2012. The change in debenture option valuation was a gain of $(32,907) in YTD 2012 (prior to maturity), compared with loss of $9,804 in YTD 2011.

Other (gain) loss, net represents various non-operating (gains) losses, including those associated with the sale of assets. As discussed below in *"Project Updates, Exploration and New Developments,"* in July 2012, the Australian Business Unit announced that SKOEP would be deferred, pending additional geological and mine engineering work. Demobilization and standing down of a portion of the mining fleet resulted in a one-time charge of $4.5 million in the three months ended June 30, 2012. This loss was offset by gains in the Turkish Business Unit associated with the sale of minor non-production assets. During Q3 2011, the Corporation completed two previously contemplated joint ventures on other non-Çöpler Turkish holdings with Lidya Mining. Lidya contributed cash in exchange for its interests, which resulted in a gain of $(6,277).

Income tax expense (benefit) for Q3 2012 reflects Management's estimate of the corporate annual income tax rate expected for the full financial year applied to the pre-tax income of the interim period. The Corporation recorded current tax expense of $832 and $3,134 during Q3 2012 and YTD 2012, respectively. These amounts both represent estimated current taxes payable at the Turkish Business Unit and reflect the application of investment tax credits totaling 90% against statutory tax estimates. Net deferred tax expense totaled $79 and $4,813 for Q3 2012 and YTD 2012, respectively. Within net deferred tax expense noted above are future tax benefits generated at the Australian Business Unit for both Q3 2012 and YTD 2012. Additionally, the YTD expense reflects the utilization of Turkish tax credits.

(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 September 30, 2012.

	Q3 2012	Q2 2012	Q1 2012	Q4 2011	Q3 2011	Q2 2011	Q1 2011	Q4 2010
Total revenues	$179,497	$175,603	$181,886	$184,187	$184,124	$146,332	$42,736	-
Amounts attributable to owners of the Corporation:								
Profit (loss)	$23,365	$27,396	$53,923	$69,500	$37,977	$59,813	($92,042)	($15,346)
Per share profit (loss):								
- basic	$0.08	$0.10	$0.19	$0.25	$0.14	$0.22	($0.46)	($0.11)
- diluted	$0.08	$0.10	$0.19	$0.25	$0.13	$0.21	($0.46)	($0.11)

As noted above under "*Financial Highlights*", prior to the acquisition of Australian operations through the Merger and achievement of Çöpler commercial production on April 1, 2011, there were no revenues for the Corporation. IFRS-based revenues from Q1 2011 through Q4 2011 reflect the Corporation's sale of 344,239 gold ounces. The Corporation initially incurred Merger-related expenditures during Q3 2010 and such costs continued through Q3 2011. These amounts were $2,405, $2,582, $71,590, $326 and $(107) for these five quarters. The Corporation's net profit of $10,689 or $0.02 per share, for YTD 2011 reflects the impact of one-time Merger-related expenditures totaling $71,809. Generally, the Corporation does not experience the effects of seasonality with regard to revenues or expenses.

Project Updates, Exploration and New Developments

The following narrative highlights key updates from the exploration and development programs at the Corporation since the end of 2011.

Çöpler Projects

The Çöpler Sulfide Feasibility Study was initiated in January 2012 and is on track for completion in December 2012. The Corporation expects to disclose the results of the Feasibility Study during Q1 2013. Pilot plant pressure oxidation tests were completed in Q2 2012. Based on the results of the pilot plant and ongoing process test work, the Corporation expects that the twin horizontal autoclaves envisaged in the PFS will be replaced with two lines of vertical autoclaves. This will facilitate transportation to site and reduce risks associated with on-site fabrication. In addition, the throughput of the pressure oxidation plant was envisaged to be 8,000 tonnes per day in the PFS. Detailed costing is now progressing on a throughput scenario of 10,000 tonnes per day. Facility layouts and equipment selection are underway in preparation for developing cost estimates consistent with feasibility study standards. Initial indications are that capital estimates for construction of the sulfide treatment plant will be higher than those estimated in the PFS as a result of the proposed increase in throughput, the revised plant arrangements and general cost escalation since the PFS costs were estimated in Q3 2010. A scoping study is in progress to evaluate the construction of a separate mill to treat the higher grade oxide material, which is expected to be completed in conjunction with the Sulfide Feasibility Study. The

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Corporation has expended $12.0 million on the feasibility study and expects the final feasibility study cost to be $18.0 million, which is less than the budgeted $25.5 million.

The SART plant is currently scheduled to be commissioned in Q3 2013. Detailed design engineering has advanced to 95% completion. All required permitting and regulatory approvals have now been received for this plant. The SART plant baseline estimated cost is $32.2 million and construction has been approved by the Corporation's Board of Directors. To date, the Corporation has committed $5.8 million for time sensitive equipment and engineering, of which $2.4 million has been spent.

The Çöpler Heap Leach Phase 2 expansion continued during Q3 2012. Installation of the overland and tripper conveyor system was completed at the end of September 2012. Dry run commissioning was conducted on June 30, 2012. Wet commissioning has been delayed until October 2012 for operational convenience. At the end of September 2012, the actual cumulative project capital cost expenditure was $13.7 million. The project budget has increased $0.3 million due to the delay in commissioning and the remaining expenditure to complete the project is forecasted at $0.9 million.

Engineering design work for a stand-alone clay sizer/crushing and materials handling circuit continued during the quarter. The circuit will supplement the existing crushing and materials handling facilities to offer increased options for materials handling of the various ore types encountered at the Çöpler mine. The capital cost associated with this project is estimated to be $13 million and the work is expected to be complete in Q2 2013.

An updated Çöpler resource estimate was announced on September 10, 2012 and is summarized in the table below. This has resulted in M+I Resources increasing to 182.6 million tonnes at a grade of 1.4g/t of gold, containing a total of 8.0 million ounces (inclusive of reserves) as at June 30, 2012. This represents a 900,000 ounce (or 11%) increase on the contained ounces in the previous M+I Resource, prior to mining depletion of approximately 176,000 ounces between December 31, 2011 and June 30, 2012. Including Inferred Resources, the total increase is 2.2 million ounces (or 27%) in contained gold to 10.1 million ounces prior to mining depletion. Reconciliation between actual ounces mined and the resource block model up to June 2012 resulted in an 18% underestimation of ounces by the new resource model.

Mineral Resource for the Çöpler Deposit (100%) as at June 30, 2012

Gold Cut-off Grade (g/t)	Mineralization Type	Resource Category	Tonnes (million)	Gold Grade (g/t)	Contained Gold (million ounces)	Silver Grade (g/t)	Copper Grade (%)	Sulfur Grade (%)
Variable	***Total***	Measured	94.0	1.6	4.8	5.1	0.1	3.3
		Indicated	88.7	1.1	3.2	2.8	0.1	2.5
		Measured + Indicated	**182.6**	**1.4**	**8.0**	**3.9**	**0.1**	**2.9**
		Inferred	51.5	0.9	1.6	1.9	0.1	1.7

Note: Resources are quoted after mining depletion and are inclusive of reserves. Resources are shown on a 100% basis, of which Alacer Gold owns 80%.

In addition to the potential upside in the resource estimate, significant upside exists to grow the Çöpler resource with eight drill rigs remaining on site. During Q3, a total of 12,080 meters of drilling was completed, none of which was included in the resource update. Drilling continues to focus on extending the Main Zone to the north in the previously untested old Çöpler Village area, testing down-dip extensions to the Main Zone and Manganese Zone, and testing for shallow extensions to the west.

Year to date, a total of $7.5 million has been spent on resource development at Çöpler. The Corporation anticipates spending an additional $2.5 million in the remainder of 2012. Drilling will continue to test for extensions to both the Main Zone and the Manganese Zone in Q4 2012, and in particular commence a close spaced infill drilling campaign to improve the quality of the resource estimate for short-term mine planning.

Turkish Joint Ventures

Karakartal is a gold-rich porphyry copper deposit located approximately 12km southeast of Çöpler, and is held through a 50%/50% joint venture with Lidya Mining. The current Indicated Resources are 13.8Mt @ 0.46g/t Au and 0.29% Cu and Inferred Resources are 17.8Mt @ 0.32g/t Au and 0.22% Cu as announced in August 2009. A diamond drilling program commenced during Q4 2011 to determine the scale and grade of a potentially higher grade core to the Karakartal porphyry. A resource estimate for Karakartal has commenced and will be completed in Q4 2012 and is anticipated to be released in connection with the Corporation's annual reserve and resource update in Q1 2013. Subject to permitting, drilling of the western extents to the Karakartal deposit will also commence in Q4 2012.

Regional geological, geochemical and geophysical surveys continue along the 12km long north-south Karakartal to Yakuplu mineralized trend within the Çöpler District. Drilling of high priority anomalies has commenced at West Karakartal and Yakuplu.

Higginsville Gold Operations

The active exploration program at Higginsville continued to test for new satellite ore sources for the Higginsville processing plant.

Chalice

Chalice is located approximately 30km west-southwest of the Higginsville processing facilities. Establishment of the surface infrastructure and underground development of the decline and access drives continued during Q3 2012. Underground diamond drilling also continued during the quarter. Planned activities for Q4 2012 include the continued drilling of the Atlas and Olympus ore bodies and extending the main decline in line with the 2012 development schedule.

During Q3 2012, the surface infrastructure works at the Chalice mine site were completed, with the office complex, ablutions and workshop/stores facilities now commissioned and occupied by operations. Modification works on the Coolgardie-Esperance highway were completed in Q3 2012, with the second and final bitumen surfacing substantially completed during October 2012. This will enable Chalice ore haulage to continue using larger road trains.

In Q3 2012, Chalice mine development was completed for two stoping blocks in the Atlas area, namely Atlas X86 and Atlas X78 stopes. Primary ventilation and escapeway for the Atlas area was also completed. Stoping of the Atlas X86 is 95% complete yielding a positive reconciliation on grade. Production drilling in Atlas X78 has commenced and the bulk of the ore to be mined at Chalice in Q4 2012 is scheduled to come from this stope.

At the end of Q3 2012, the main Chalice decline was advanced to 1,055mRL and is 16m away from CHA 1052 Diamond Drill Cuddy. A cross cut to the first stoping horizon for the Grampians Lode was also established during Q3 2012, namely the GMP 1070 Access. The aim of GMP 1070 Access is to access and establish drilling and bogging horizons for three stoping blocks on the 1,070mRL. In the course of establishing the 1,070mRL, ore production from this level will also contribute to the ore supply for Q4 2012.

Installation of the underground primary pump station commenced during Q2 2012 and was fully commissioned in Q3 2012. Following the first development ore being produced in late June 2012, ore production from Chalice will continue to ramp up over the remainder of 2012. Expected ore production from Chalice during 2012 is approximately 110,000 tonnes.

Grade control infill drilling of the Atlas Lode was successfully completed in early August 2012 (3.0km). Additional resource definition and grade control infill drilling has focused on the Grampians Lode (3.3km) along with ongoing resource definition drilling of the upper and southern Olympus lodes during Q3 2012. This extensional drilling has confirmed geological continuity of both the Grampians and Olympus lodes, The Grampians mineralization lies immediately in the hanging wall of the planned decline access to Olympus and will provide early ore feed into the Chalice Mine Plan. Further infill drilling of the Olympus and Grampian Lodes will continue through Q4 2012. All drilling data has now been finalized for the Mineral Resource estimate which is currently being updated.

Trident

Underground development has progressed to the 640mRL at Trident. This development has enabled underground drill platforms to be set up to drill the top of both the Artemis and Helios ore bodies. Drilling testing the sparsely drilled area between Helios and Artemis has confirmed an average 60m southern extension to the Helios ore body over a dip extent of greater than 100m and a 50m northern extension to Artemis. A further 20km of underground drilling is planned and is in progress to both infill and extend these ore bodies. Two deep surface diamond drill holes testing over 300m down plunge of the Helios ore body were completed as part of Higginsville Line of Lode Framework program.

Regional exploration continued to test anomalies in the Challenge and Eundynie Project areas approximately 15km to the east of the Higginsville Processing Plant and re-commenced in the Musket area located 40km to the southeast of the Higginsville Plant.

Corona

Site preparation work within the Fairplay Pit to establish the Corona decline portal was completed in October, however work on the exploration decline to access the Corona high grade ore veins has been suspended to allow additional time to undertake further planning to optimize the decline layout and to better position diamond drilling bays along the exploration decline alignment.

SKO

SKO exploration during Q3 2012 has focused on testing for open pit extensions at the Shirl–Barbara-Surprise-Pit28 (“SBS28”) complex and an underground target at Mt. Martin. Drilling also continued at Peaceful Gift/Chief’s Lode and Pernatty/TNT areas to the north of the HBJ Pit and commenced on new prospects at Wedge and Manus to the south of the HBJ Pit.

SBS28 Exploration

Located near Coolgardie and 35km west of the Jubilee processing plant, the SBS28 Complex is a 3km-long mineralized zone that has been sporadically mined under fragmented ownership over the past 70 years. Surprise is an old open pit and underground complex located at the northeast corner of the SBS28 Complex. Historical production is estimated at 330kt at 7.20g/t for 77koz. A 17km resource definition drilling program has been completed to test for the shallow (<200m) ore potential at Surprise. Results returned have confirmed continuity of narrow high grade (>4.00g/t) mineralised surfaces along the strike of the Surprise trend. Excellent potential exists for both a pit extension and/or underground position at Surprise. A Mineral Resource estimate along with initial open pit mining studies will be completed in Q4 2012 and is anticipated to be released in connection with the Corporation’s annual reserve and resource update in Q1 2013.

Mt. Martin

A program of 12 diamond drill holes was completed at Mt. Martin to evaluate the underground potential beneath the Mt. Martin open pit. Results were generally disappointing with little potential for underground mining within the Main Lode immediately below the planned pit floor. Several narrow high-grade intersections were recorded in the Eastern Shear approximately 200m in the footwall of the Main Lode and may warrant follow up diamond drill testing in the future.

SKOEP

Following the Corporation’s announcement in July 2012 to defer SKOEP, a decision was made to continue the fabrication of long-lead equipment items that were committed during SKOEP Stage 1. The total 2012 investment in design and engineering (concluded in May 2012), and equipment procurement will be approximately $9.3 million. Approximately $2.5 million of progress payments for the long-lead equipment items has been deferred to H1 of 2013.

The HBJ underground mine pre-feasibility study continued during the quarter and is scheduled to be completed in Q4 2012.

The strategic full field targeting exercise across the SKO tenure was completed leading to a detailed two-year exploration plan at SKO. Aircore drilling commenced on two high priority exploration targets generated from this plan - Wedge and Manus - located approximately 3km south of the HBJ Pit. Reverse circulation drilling of defined anomalies at Wedge will commence in Q4 2012.

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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. The primary sources of liquidity for the Corporation are provided from cash flows generated by the business and existing working capital. Other capital resources may be utilized to provide additional liquidity.

Cash Flows

The following table summarizes the Corporation's cash flow activity:

	Q3 2012 $	Q3 2011 $	YTD 2012 $	YTD 2011 $
Operating cash flows	58,197	87,529	201,176	148,684
Investing cash flows	(42,988)	(38,506)	(156,235)	9,197
Financing cash flows	(6,024)	2,108	(14,475)	9,799
Effect of exchange rate changes on cash	(4,544)	(3,637)	(13)	529
Change in cash	$4,641	$47,494	$30,453	$168,209
Ending cash and cash equivalents	$280,018	$186,934	$280,018	$186,934

For Q3 2012, the change in cash of $4,641 represents a $42,853 decline when compared to Q3 2011 cash inflows of $47,494. Investing cash during Q3 2012 was primarily associated with the following: ongoing costs at Çöpler (Sulfide Project and Marble pit stripping); as well as Chalice (Higginsville) and Trident (Higginsville); and stripping costs at Pernatty (SKO).

For YTD 2012, the change in cash of $30,453 represents a $137,756 decline when compared to YTD 2011 cash inflows of $168,209. For 2011, the primary source of cash inflows was the $84,419 of cash acquired in connection with the Merger and improvement in post-Merger operations. For 2012, the source of cash inflows continued to shift to operations and cash inflows from Lydia Mining's payment of $37,815 upon exercise of its additional option at Çöpler and other net borrowings. The Corporation's 2012 investing cash was primarily associated with the same projects as described above in the quarterly results, with the addition of Çöpler (Heap Leach Phase 2 and SART), SKOEP and development costs at Vine. Additionally, the Corporation settled the Debentures as discussed above.

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Working Capital

The following table summarizes the Corporation's working capital:

	Sep 30 2012 $	Dec 31 2011 $
Cash and cash equivalents	280,018	249,565
Inventories	99,751	74,313
Other current assets	22,583	21,460
Trade and other payables and current income tax liabilities	(157,836)	(156,197)
Debentures and other current debt	(18,381)	(144,943)
Working capital	$226,135	$44,198

The Corporation's working capital increased $181,937 at September 30, 2012 as compared to December 31, 2011 primarily due to the conversion of the Debenture options to common shares (see further discussion below), as well as increased cash and inventories associated with mining operations. Inventory increases during 2012 primarily reflecting a 32% increase in ounces placed on the heap leach at Çöpler, as well as increases in costs per ounce under leach following the cessation of capitalization of a portion of waste costs as Phase 2 pad construction was completed.

Current assets are available at varying times within 12 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 debt or joint venture provisions. Management believes these provisions will not adversely affect the Corporation's ability to meet its commitments when due.

Current liabilities increased slightly and continue to include approximately $60 million of accrued Merger-related expenses. Debt amounts classified as current include debt amounts that are contractually due within 12 months following the balance sheet date. Effective April 30, 2012, Debentures with face value totaling C$53,566 were converted to 6,695,750 common shares. The Corporation settled the remaining Debentures totaling C$46,434 upon maturity by making cash payments totaling C$47,537, including net interest due of C$1,103. The Debentures were delisted from trading on April 30, 2012.

Credit Facilities and Term Notes

The Corporation has one outstanding revolving credit facility as of September 30, 2012 held by Avoca Resources Limited ("ARL") with a balance outstanding of A$50 million, which equals the facility limit. The term of this facility is through December 2013. ARL also maintains a A$15 million contingent instrument facility in support of various bonding requirements of the Western Australian Department of Mines and Petroleum with respect to mining tenement reclamation costs, which expires in December 2013.

During Q4 2011, a $25 million credit facility held by Anagold was converted to a 24-month term note in accordance with the terms of the original credit facility. The balance of the term note as of September 30, 2012 is $14,822.

Outlook - Liquidity and Capital Resources

Liquidity sources include ongoing cash flows under current conditions and current working capital. Management believes these capital resources are sufficient to fund operations, forecasted exploration and capital expenditures, debt repayments and reclamation and remediation obligations in 2012. Prior to any capital investments, consideration is given to the cost and availability of various sources of capital resources.

With respect to longer-term funding requirements, the Corporation believes 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. Financing alternatives to provide additional liquidity may include common shares, bonds, equity-linked notes, revolving credit facilities, project debt, and equipment leasing. Another possible source of capital would be proceeds from the sale of non-core assets. Despite present conditions, changes in the Corporation’s business, unforeseen opportunities or events, and other external factors may adversely affect liquidity and the availability of additional capital resources. Insufficient liquidity or excessive costs of obtaining additional capital resources may limit the Corporation’s ability to execute its growth initiative.

Off-Balance Sheet Arrangements

As referred to above in *“Credit Facilities and Term Notes,”* in Australia, the Corporation has a A$15 million contingent instrument facility in support of various bonding requirements of the Western Australian Department of Mines and Petroleum with respect to mining tenement reclamation costs. The facility expires in December 2013.

Transactions with Related Parties

On May 23, 2012, a director of the Corporation, who is also a partner with a firm that provides legal services to the Corporation, chose not to stand for re-election for an additional term. The Corporation incurred $715 for YTD 2012 (YTD 2011 - $1,002) for legal services provided by this firm. The relationship between the Corporation and the firm continues, therefore the above 2012 amount represents all legal services paid to the firm during 2012.

Critical Accounting Policies, Estimates and Accounting Changes

The preparation of the Corporation’s consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect amounts reported in the consolidated financial statements and accompanying notes. There is a full discussion and description of the Corporation’s critical accounting policies in the audited consolidated financial statements for the year ended December 31, 2011. These significant accounting policies have been consistently applied in the preparation of the accompanying unaudited interim consolidated financial statements for the three and nine month periods ended September 30, 2012, except for the recent accounting pronouncements as noted in Note 3 therein.

For a discussion of recent accounting pronouncements, please refer to Note 3 of the accompanying unaudited interim consolidated financial statements for the three and nine month periods ended September 30, 2012.

Financial Instruments and Other Instruments

The Corporation's financial instruments as of September 30, 2012 consist of cash and cash equivalents, receivables, investments in publicly-traded securities, trade and other payables and borrowings. The Corporation's financial instruments were denominated primarily in USD, AUD and TRY. As of September 30, 2012, the Corporation's financial instruments are presented at fair value. With the exception of the impacts of market valuation on the Debenture conversion options, there are no material income, expense, gains/losses associated with the instruments in 2012.

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, which may include such instruments as bankers' acceptances, guaranteed investment contracts, corporate commercial paper, U.S., Australian and Canadian treasury bills, and U.S., Australian and Canadian agencies investments 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 Turkish value-added tax recoverable claims and Australian GST refundable amounts. The Corporation is exposed to credit risk to the extent the timing of payments is delayed. As of September 30, 2012, receivables from the Turkish and Australian governments totaled $7,824 and $3,573, respectively. Management monitors its exposure to credit risk on a continual basis.

Liquidity risk is associated with the Corporation's sufficiency of capital resources to meet liabilities when due. The Corporation maintains sufficient cash and cash equivalents in order to meet short-term business requirements. The Corporation's ability to settle the borrowings and other long-term liabilities when due is dependent upon future liquidity from capital sources or positive cash flows from commercial operations. Refer to "*Liquidity and Capital Resources"* for discussion of Management's strategy to manage liquidity requirements.

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's main interest rate risk arises from bank borrowings with interest charges based on an interest margin over the USD one-month London Interbank Offering Rate ("LIBOR") and AUD one-month LIBOR. The Corporation also 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 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, TRY, AUD and CAD in sufficient amounts to meet its estimated expenditures requirements for these currencies. The Corporation held approximately $5.3 million denominated in TRY, $40.1 million denominated in AUD, and $0.4 million denominated in CAD as of September 30, 2012. Therefore, the Corporation remains exposed to future currency fluctuations.

Non-IFRS Measures

The Corporation has identified certain measures that it believes will assist 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 comparables and key measures used within the business for assessing performance. These measures are explained further below:

Cash Operating Costs and Total Cash 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.

Cash Operating Costs, as defined in the Gold Institute's guidance, includes mining, processing, transport and refinery costs, mine site administrative costs, movement in production inventories, by-product credits, and transfers to and from deferred stripping, where relevant.

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

Cash Operating Costs/ounce and **Total Cash Costs/ounce** are calculated by dividing the relevant Cash Operating Costs and Total Cash Costs, as determined using the Gold Institute guidance, 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. In particular, depreciation, amortization and share-based payments would be included in a measure of total costs of producing gold under IFRS, but are not included in Cash Operating Costs/ounce and Total Cash Costs/ounce under the guidance provided by the Gold Institute. Furthermore, while the Gold Institute has provided definitions for the calculation of Cash Operating Costs, Total Cash Costs, Cash Operating Costs/ounce and Total Cash Costs/ounce, the calculation of these numbers may vary from company to company and may not be comparable to other similarly titled measures of other companies. However, Alacer Gold believes that Cash Operating Costs/ounce and Total Cash Costs/ounce are useful indicators of performance as they provide an indication of a company's profitability and efficiency, the trends in cash costs as the Corporation's operations mature, and a benchmark of performance to allow comparison to other companies.

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

The following table reconciles these non-IFRS financial measures to the consolidated statements of profit (loss).

	Q3 2012 $	Q3 2011 $	YTD 2012 $	YTD 2011 $
Production costs – IFRS	$87,243	$71,772	$243,768	$171,622
Pre-Merger production costs[1]	-	-	-	36,423
Merger-related purchase step-up adjustments impacting production costs	-	-	-	(13,778)
Total Cash Costs	$87,243	$71,772	$243,768	$194,267
Divided by: gold ounces sold[2]	108,310	108,330	324,989	295,233
Total Cash Costs per ounce	**$805**	**$663**	**$750**	**$658**
Total Cash Costs	$87,243	$71,772	$243,768	$194,267
Less: Royalties and severance taxes	9,693	11,808	31,076	29,247
Cash Operating Costs	$77,550	$59,964	$212,692	$165,020
Divided by: gold ounces sold[2]	108,310	108,330	324,989	295,233
Cash Operating Costs per ounce	**$716**	**$554**	**$654**	**$559**

1 Represents estimated production costs for the pre-Merger period of January 1, 2011 through February 17, 2011, based on management reports. This adjustment is made to reflect Total Cash Costs associated with the full-year gold ounces sold and to provide comparability with future quarter results.

2 YTD 2011 gold ounces sold include ounces sold for the pre-Merger period of January 1, 2011 through February 17, 2011.

The following table reconciles these non-IFRS financial measures on an attributable production basis.

	Q3 2012 $	Q3 2011 $	YTD 2012 $	YTD 2011 $
Total Cash Costs, per above	$87,243	$71,772	$243,768	$194,267
Less: Non-controlling interest	3,726	672	10,738	2,230
Total Cash Costs – attributable	$83,517	$71,100	$233,030	$192,037
Divided by: attributable gold ounces sold[1]	99,355	106,212	294,827	289,737
Total Cash Costs per ounce – Attributable	**$841**	**$669**	**$790**	**$663**
Total Cash Costs – attributable	$83,517	$71,100	$233,030	$192,037
Less: Royalties and severance taxes[2]	9,347	11,684	29,812	28,994
Cash Operating Costs – attributable	$74,170	$59,416	$203,218	$163,043
Divided by: attributable gold ounces sold[1]	99,355	106,212	294,827	289,737
Cash Operating Costs per ounce – Attributable	**$747**	**$559**	**$689**	**$563**

1 YTD 2011 gold ounces sold include ounces sold for the pre-Merger period of January 1, 2011 through February 17, 2011.

2 Net of non-controlling interest

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

Adjusted net profit and adjusted net profit per share attributable to owners of the Corporation are non-IFRS measures and reflect net profit (loss) attributable to owners of the Corporation as adjusted for non-recurring items, mark-to-market adjustments for the convertible Debentures, and normalization of tax expense to reflect statutory rates by jurisdiction. This information is provided to supplement information presented in the consolidated financial statements and this MD&A. Management believes that in addition to profit (loss) and related per share disclosures prepared in accordance with IFRS, these adjusted measures provide a basis for further evaluation of the Corporation's performance. Presentation of these adjusted measures is not a substitute for reported amounts presented in accordance with IFRS, but rather should be evaluated in conjunction with such IFRS measures. The terms "Adjusted net profit attributable to owners of the Corporation" and "Adjusted net profit per share attributable to owners of the Corporation" do not have standardized meanings prescribed by IFRS. Therefore, the Corporation's definitions are unlikely to be comparable to similar measures presented by other companies or as used by various readers of these adjusted measures.

Calculation of these adjusted measures is presented below.

	Note	Q3 2012 $	Q3 2011 $	YTD 2012 $	YTD 2011 $
Profit attributable to owners of the Corporation		$23,365	$37,977	$104,684	$5,748
Add back tax expense (benefit)		911	22,715	7,947	4,545
Pre-tax profit attributable to owners of the Corporation		$24,276	$60,692	$112,631	$10,293
Adjustments (pre-tax basis):					
Merger-related expenditures	1	-	(107)	-	71,809
Çöpler pre-commercial production	2	-	-	-	22,930
Unrealized (gain)/loss on non-hedge financial instruments	3	-	3,973	(34,436)	9,804
Write-downs and other losses	4	-	-	4,475	-
Estimated profit on gold inventory marked to market at Merger date	5	-	-	-	5,603
Non-controlling interest portion of adjustments	6	-	-	-	(1,147)
Adjusted pre-tax profit attributable to owners of the Corporation		$24,276	$64,558	$82,670	$119,292
Tax expense on adjusted pre-tax profit	7	(5,248)	(11,322)	(18,111)	(25,545)
Adjusted net profit		**$19,028**	**$53,236**	**$64,559**	**$93,747**
Divided by: Weighted average common shares outstanding		287,971,559	278,047,724	284,596,363	252,259,700
Adjusted net profit per share		**$0.07**	**$0.19**	**$0.23**	**$0.37**

Note 1 Merger-related expenditures were directly related to the Merger and are non-recurring in nature. These amounts were expensed as prescribed by IFRS.

Note 2 Prior to achieving commercial production at Çöpler, revenues and production costs were recorded to Mineral Properties rather than through earnings. The adjustment above represents the mining gross profit for Çöpler during Q1 2011. Commercial production was achieved effective April 1, 2011, after which, mining gross profit was reflected through earnings. This amount is non-recurring in nature.

Note 3 The unrealized (gain)/loss on non-hedge financial instruments reflects the period (gain) or loss resulting from the mark-to-market adjustment made in connection with the Debentures. These amounts are non-cash in nature and reflect periodic changes in the fair value of the option component of the Debentures.

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

Note 4 The Australian Business Unit recorded a one-time loss related to the deferral of the exploration program for SKO for the demobilization and standing down of a portion of the mining fleet.

Note 5 Estimated profit on gold inventory marked to market at Merger date reflects a purchase price adjustment associated with the Merger. This adjustment resulted in a gold inventory valuation step-up, which flowed through to production costs during 2011. This amount is non-recurring in nature.

Note 6 This adjustment reflects the non-controlling interest portion of other adjustments related to Çöpler (see Note 2).

Note 7 This adjustment applies income taxes to reflect adjusted pre-tax profit attributable to owners of the Corporation at applicable statutory rates for each jurisdiction, as noted in the tables below.

The tables below set forth statutory quarterly and yearly income tax calculations for both 2012 and 2011:

	Australia	Turkey	Corporate and Other	Total
Q3 2012:				
Adjusted pre-tax profit (loss) attributable to owners of the Corporation	($8,931)	$39,636	($6,429)	$24,276
Statutory tax rate applied	30%	20%	0%	
Tax benefit (expense) on adjusted pre-tax profit (loss)	$2,679	($7,927)	$-	($5,248)
Q3 2011:				
Adjusted pre-tax profit attributable to owners of the Corporation	$1,431	$54,468	$8,659	$64,558
Statutory tax rate applied	30%	20%	0%	
Tax expense on adjusted pre-tax profit	($ 429)	($10,893)	$-	($11,322)

	Australia	Turkey	Corporate and Other	Total
YTD 2012:				
Adjusted pre-tax profit (loss) attributable to owners of the Corporation	($34,373)	$142,113	($25,070)	$82,670
Statutory tax rate applied	30%	20%	0%	
Tax benefit (expense) on adjusted pre-tax profit (loss)	$10,312	($28,423)	$-	($18,111)
YTD 2011:				
Adjusted pre-tax profit (loss) attributable to owners of the Corporation	$13,678	$107,212	($1,598)	$119,292
Statutory tax rate applied	30%	20%	0%	
Tax expense on adjusted pre-tax profit (loss)	($4,103)	($21,442)	$-	($25,545)

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

Other

Disclosure Controls and Procedures and Internal Control over Financial Reporting

Management is responsible for the design and effectiveness of disclosure controls and procedures and the design of internal control over financial reporting to provide reasonable assurance that material information related to the Corporation, including its consolidated subsidiaries, is made known to the Corporation's certifying officers. Based on a review of internal control procedures at the end of the period covered by this MD&A, Management believes its internal controls and procedures are appropriately designed as at September 30, 2012.

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.

Risk Factors

Risk factors that may adversely affect or prevent Alacer Gold from carrying out all or portions of its business strategy are discussed in the Corporation's Annual Information Form and other filings available on SEDAR at www.sedar.com.

Outstanding Share Data

The following common shares and convertible securities were outstanding as at November 14, 2012.

Security	Expiry Date	Average Exercise Price	Security Outstanding	Common Shares on Exercise
Common Shares*				288,209,567
Restricted Stock Units	Various	N/A		1,735,757
Options	Various	CAD$3.72		1,186,577
				291,131,901

* Common shares outstanding include 104,816,335 shares represented by CDI, being a unit of beneficial ownership in an Alacer Gold share and traded on the ASX.

The Corporation has 54,824 Deferred Share Units outstanding as at November 14, 2012.