### Appendix 3B

# New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

| Name of entity    |   |
|-------------------|---|
| Alacer Gold Corp. |   |
|                   |   |
| ABN               | _ |
| ARBN 147 848 762  |   |

We (the entity) give ASX the following information.

#### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

+Class of +securities issued or to be issued

CHESS Depository Interests (CDIs)

Number of \*securities issued or to be issued (if known) or maximum number which may be issued

3,462,677 have been converted into common shares (this conversion had no impact on the total number of common shares on issue)

750,640 common shares have been converted so as to be held in the form of CDIs (this conversion had no impact on the total number of common shares on issue)

2,267 Treasury CDIs issuance

Principal terms of the \*securities (eg, if options, exercise price and expiry date; if partly paid \*securities, the amount outstanding and due dates for payment; if \*convertible securities, the conversion price and dates for conversion)

CDIs over fully paid common shares in Alacer Gold Corp. quoted on TSX (Toronto Stock Exchange)

<sup>+</sup> See chapter 19 for defined terms.

Do the \*securities rank equally The CDIs rank equally in all respects with 4 in all respects from the date of the existing common shares in Alacer Gold allotment with an existing +class of quoted \*securities? If the additional securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment Issue price or consideration N/A 5 Transfers of securities between CDIs and 6 Purpose of the issue (If issued as consideration for common shares listed on TSX (Toronto the acquisition of assets, clearly Stock Exchange) identify those assets) Is the entity an +eligible entity No 6a that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b - 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i The date the security holder 6b resolution under rule 7.1A was passed 6c Number of +securities issued without security holder approval under rule 7.1 Number of \*securities issued 6d with security holder approval under rule 7.1A

| 6e | Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)  |   |                                      |
|----|--|---|--------------------------------------|
|    |  |   |                                      |
| 6f | Number of securities issued under an exception in rule 7.2   |   |                                      |
| 6g | If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation. |   |                                      |
| 6h | If securities were issued under<br>rule 7.1A for non-cash<br>consideration, state date on<br>which valuation of<br>consideration was released to<br>ASX Market Announcements                           |   |                                      |
|    |  |   |                                      |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements   |   |                                      |
|    |  |   |                                      |
| 7  | Dates of entering *securities into uncertificated holdings or despatch of certificates   | Transfers at various 2013 and 30 June 2013. | dates between 1 June                 |
|    |  |   |                                      |
|    |  | Numbon                                      | +Class                               |
| 0  | N 1 1 1 1 0 1  | Number                                      | +Class                               |
| 8  | Number and *class of all *securities quoted on ASX (including the securities in section 2 if applicable)   | 103,563,216                                 | CHESS Depository<br>Interests (CDIs) |
|    |  |   |                                      |

<sup>+</sup> See chapter 19 for defined terms.

price Number and +class of all 9 +securities not quoted on ASX (including the securities in section 2 if applicable) Restricted Stock N/A N/A PART A 2,019,839 Units (not yet vested) Deferred Stock N/A N/A PART B 54,824 Units (not yet vested) A\$6.07 Options 6/30/2013 44,530 Options 129,137 A\$3.17 10/31/2013 89,060 Options A\$5.01 11/30/2013 248,335 Options C\$2.00 12/08/2013 Options 6/30/2014 66,795 A\$4.72 Options A\$4.95 6/30/2014 44,530 Options A\$5.44 6/30/2014 36 6/30/2015 66,795 Options A\$5.62 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) Part 2 - Bonus issue or pro rata issue Is security holder approval required? Is the issue renounceable or non-12 renounceable? Ratio in which the +securities 13 will be offered \*Class of \*securities to which the 14 offer relates <sup>+</sup>Record date determine to 15 entitlements holdings different 16 on registers (or subregisters) be aggregated for calculating entitlements? Policy for deciding entitlements 17

in relation to fractions

Number

+Class

Expiry

Exercise

| 18 | Names of countries in which the entity has *security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7. |  |
|----|---|--|
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |
| 24 | Amount of any handling fee<br>payable to brokers who lodge<br>acceptances or renunciations on<br>behalf of *security holders  |  |
| 25 | If the issue is contingent on *security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance<br>form and prospectus or Product<br>Disclosure Statement will be sent<br>to persons entitled   |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders   |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable   |  |

<sup>+</sup> See chapter 19 for defined terms.

| 30               |                      | do *security holders sell entitlements <i>in full</i> through ker?                           |  |    |
|------------------|----------------------|--|--|----|
| 31               | <i>part</i><br>throu | do *security holders sell<br>of their entitlements<br>igh a broker and accept for<br>alance? |  |    |
| 32               | of th                | do <sup>+</sup> security holders dispose<br>eir entitlements (except by<br>hrough a broker)? |  |    |
| 33               | +Desp                | oatch date   |  |    |
|                  |                      | uotation of securitie  | <b>S</b><br>oplying for quotation of securities  |    |
| 34               | Type<br>(tick        | of securities<br>one)  |  |    |
| (a)              |                      | Securities described in Part   | 1  |    |
| (b)              |                      |  | nd of the escrowed period, partly paid securities that become fully paien restriction ends, securities issued on expiry or conversion of convertib |    |
| Entiti           | es tha               | t have ticked box 34(a)  |  |    |
| Addit            | ional                | securities forming a new   | v class of securities  |    |
| Tick to<br>docum |                      | e you are providing the informat   | ion or   |    |
| 35               |                      |  | securities, the names of the 20 largest holders of the number and percentage of additional *securities   |    |
| 36               |                      |  | v securities, a distribution schedule of the additional number of holders in the categories  | al |
| 37               |                      | A copy of any trust deed for   | the additional <sup>+</sup> securities   |    |

Entities that have ticked box 34(b)

| 38 | Number of securities for which <sup>+</sup> quotation is sought   |        |        |
|----|---|--------|--------|
| 39 | Class of *securities for which quotation is sought  |        |        |
| 40 | Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?   |        |        |
|    | If the additional securities do not rank equally, please state:  • the date from which they do  • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment |        |        |
| 41 | Reason for request for quotation<br>now<br>Example: In the case of restricted securities, end   |        |        |
|    | of restriction period  (if issued upon conversion of another security, clearly identify that other security)  |        |        |
|    |   | Nember | +Class |
| 42 | Number and *class of all *securities quoted on ASX (including the securities in clause 38)  | Number | +Class |
|    |   |        |        |

#### Quotation agreement

<sup>+</sup> See chapter 19 for defined terms.

- <sup>†</sup>Quotation of our additional <sup>†</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>†</sup>securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those \*securities should not be granted \*quotation.
  - An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
- If we are a trust, we warrant that no person has the right to return the 
  +securities to be quoted under section 1019B of the Corporations Act at 
  the time that we request that the +securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before 'quotation of the 'securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

== == == == ==

Sign here:

(Company Secretary)

Date: 3 July 2013

Print name:

Geoffrey T. Williams, Jr.

## Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

#### Part 1

| Rule 7.1 – Issues exceeding 15% of capital  |  |
|---|--|
| Step 1: Calculate "A", the base figure from which the placement capacity is calculated  |  |
| Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue   |  |
| Add the following:  |  |
| Number of fully paid ordinary securities<br>issued in that 12 month period under an<br>exception in rule 7.2  |  |
| Number of fully paid ordinary securities<br>issued in that 12 month period with<br>shareholder approval   |  |
| Number of partly paid ordinary securities<br>that became fully paid in that 12 month<br>period  |  |
| <ul> <li>Note:</li> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul> |  |
| <b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period  |  |
| "A"   |  |

<sup>+</sup> See chapter 19 for defined terms.

| Step 2: Calculate 15% of "A"  |   |  |
|---|---|--|
| "B"   | 0.15  |  |
|   | [Note: this value cannot be changed]                            |  |
| <b>Multiply</b> "A" by 0.15   |   |  |
| Step 3: Calculate "C", the amount 7.1 that has already been used  | of placement capacity under rule                                |  |
| Insert number of equity securities issued or agreed to be issued in that 12 month period not counting those issued:   |   |  |
| Under an exception in rule 7.2  |   |  |
| Under rule 7.1A   |   |  |
| <ul> <li>With security holder approval under rule<br/>7.1 or rule 7.4</li> </ul>  |   |  |
| <ul> <li>Note:</li> <li>This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul> |   |  |
| "C"   |   |  |
| Step 4: Subtract "C" from ["A" x "l placement capacity under rule 7.1   | B"] to calculate remaining                                      |  |
| "A" x 0.15  |   |  |
| Note: number must be same as shown in Step 2  |   |  |
| Subtract "C"  |   |  |
| Note: number must be same as shown in Step 3  |   |  |
| <b>Total</b> ["A" x 0.15] – "C"   |   |  |
|   | [Note: this is the remaining placement capacity under rule 7.1] |  |

| Rule 7.1A – Additional placement capacity for eligible entities  |                                    |  |
|--|------------------------------------|--|
| Step 1: Calculate "A", the base figure capacity is calculated  | ure from which the placement       |  |
| "A"  |                                    |  |
| Note: number must be same as shown in Step 1 of Part 1   |                                    |  |
| Step 2: Calculate 10% of "A"   |                                    |  |
| "D"  | 0.10                               |  |
|  | Note: this value cannot be changed |  |
| <b>Multiply</b> "A" by 0.10  |                                    |  |
| Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used   |                                    |  |
| <b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  |                                    |  |
| <ul> <li>Notes:</li> <li>This applies to equity securities – not just ordinary securities</li> <li>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul> |                                    |  |

<sup>+</sup> See chapter 19 for defined terms.

| Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A |  |
|---|--|
| "A" x 0.10  |  |
| Note: number must be same as shown in Step 2  |  |
| Subtract "E"  |  |
| Note: number must be same as shown in Step 3  |  |
| <b>Total</b> ["A" x 0.10] – "E"   |  |
|   | Note: this is the remaining placement capacity under rule 7.1A |