

ALACER GOLD CORP.
CERTIFICATE OF OFFICER

TO: ASX LIMITED ("ASX")
RE: Compliance with waiver of Listing Rules 7.1, 10.11 and 10.14

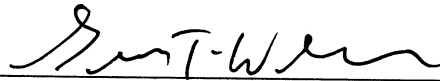
This certificate is provided to the ASX pursuant to the terms of the waiver of Listing Rules 7.1, 10.11 and 10.14 granted by the ASX to the Corporation.

I, Geoffrey Williams, am the Chief Legal Officer and Secretary of Alacer Gold Corp. (the "Corporation"). As Chief Legal Officer and Secretary, I certify for and on behalf of the Corporation, that:

1. the Corporation is in compliance with all requirements imposed on the Corporation under the Toronto Stock Exchange Listing Rules; and
2. the Corporation is not listed as a defaulting issuer on the lists maintained by any securities commission within Canada.

This certificate is being given by the Corporation and without personal liability of the undersigned and any party seeking to make a claim with respect to any matter contained in this certificate shall have recourse solely to the Corporation.

DATED at Denver, Colorado, USA this 8th day of July 2013.



Geoffrey T. Williams, Jr.