

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Alacer Gold Corp. ("**Alacer**")
9635 Maroon Circle, Suite 300
Englewood, Colorado 80112

Item 2 Date of Material Change

September 23, 2013

Item 3 News Release

A press release was issued on September 23, 2013 and was disseminated through Canadian News Wire and filed on SEDAR.

Item 4 Summary of Material Change

On September 23, 2013, Alacer announced that it had entered into a binding agreement (the "**Share Sale Agreement**") to sell its Australian Business Unit (which includes the Higginsville and South Kalgoorlie Operations) to a subsidiary of Metals X Limited ("**Metals X**"), an Australian public company with shares listed on the Australian Securities Exchange ("**ASX**") (**ASX: MLX**).

Under the terms of the Share Sale Agreement, Alacer will be paid A\$40 million in cash (subject to working capital adjustments) at completion for all of the shares of Alacer Gold Pty Ltd ("**Alacer Australia**"), its wholly-owned subsidiary. Completion of the sale is conditional on and will occur within five business days following receipt of Australian Foreign Investment Review Board ("**FIRB**") approval by Metals X.

Item 5 Full Description of Material Change

On September 23, 2013, Alacer announced that it had entered into a binding agreement to sell its Australian Business Unit (which includes the Higginsville and South Kalgoorlie Operations) to a subsidiary of Metals X, an Australian public company with shares listed on the ASX.

Under the terms of the Share Sale Agreement, Alacer will be paid A\$40 million in cash (subject to working capital adjustments) at completion for all of the shares of Alacer Australia, its wholly-owned subsidiary. Completion of the sale is conditional on and will occur within five business days following receipt of Australian FIRB approval by Metals X.

Metals X has paid Alacer a A\$10 million deposit (non-refundable except if FIRB approval is not obtained), which will be held in escrow pending completion of the sale. The Share Sale Agreement includes customary negotiated terms and conditions.

In addition to the A\$40 million of cash consideration, Alacer will:

- retain the right to receive up to A\$2 million of deferred cash payable from La Mancha Resources Australia Pty Ltd for the acquisition of Alacer's 49% interest in Frog's Leg in April 2013;
- receive any refund (estimated by Alacer to be up to A\$21 million) in respect of an objection previously lodged to a Western Australian stamp duty assessment paid in connection with the merger that resulted in the formation of Alacer in 2011;
- retain ownership of certain long lead items acquired in advance of the South Kalgoorlie Expansion Project, which have a book value of A\$7 million; and
- no longer recognize in its financial statements A\$46 million of mine closure provisions in relation to Alacer Australia.

Alacer will continue to execute its cash maximization strategy as announced on 13 August 2013 at both the Higginsville and South Kalgoorlie Operations until completion of the sale. Metals X will take economic ownership of Alacer Australia from 1 October 2013 (subject to completion) and will fund any additional working capital requirements or capital expenditures outside of the cash maximization strategy plan prior to completion.

All of Alacer Australia's subsidiaries (which together hold 100% interests in the Higginsville and South Kalgoorlie Operations) are included in the sale. The sale does not require the approval of either Alacer or Metals X shareholders.

A copy of the Share Sale Agreement can be found on Alacer's profile on SEDAR at www.sedar.com; a copy of the Share Sale Agreement has also been released to the Australian Stock Exchange (and is available at www.asx.com.au).

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information please contact Rod Antal, Chief Executive Officer of Alacer at 303-292-1299.

Item 9 Date of Report

October 2, 2013

(signed) *"Geoffrey T. Williams, Jr."*

Name: Geoffrey T. Williams, Jr.

Title: Chief Legal Officer & Secretary