



Appointee(s)

I/We, being shareholder(s) of Alacer Gold Corp. (the "Corporation") hereby appoint: Robert G. Reynolds, or failing this person, Jay C. Kellerman, or failing this person, Edward C. Dowling, Jr.

OR

If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space (see Note #3 on reverse).

[Empty box for appointee name]

as my/our appointee to attend, act and to vote in accordance with the following direction (or if no directions have been given, as the appointee sees fit) and all other matters that may properly come before the Annual and Special Meeting of the Corporation to be held on the 51st Floor, Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto ON, M5L 1B9 on June 2, 2011 at 10:00 a.m. (Toronto time) and at any adjournment thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Robert G. Reynolds	<input checked="" type="checkbox"/>	<input type="checkbox"/>	02. Timothy J. Haddon	<input checked="" type="checkbox"/>	<input type="checkbox"/>	03. Richard Graff	<input checked="" type="checkbox"/>	<input type="checkbox"/>
04. Edward C. Dowling, Jr.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	05. Jay C. Kellerman	<input checked="" type="checkbox"/>	<input type="checkbox"/>	06. Rohan I. Williams	<input checked="" type="checkbox"/>	<input type="checkbox"/>
07. Stephanie J. Unwin	<input checked="" type="checkbox"/>	<input type="checkbox"/>	08. David F. Quinlivan	<input checked="" type="checkbox"/>	<input type="checkbox"/>	09. Jan Castro	<input checked="" type="checkbox"/>	<input type="checkbox"/>

2. To appoint PricewaterhouseCoopers LLP as auditors and to authorize the directors to fix the remuneration to be paid to them:

For **Withhold**

3. The resolution ratifying, confirming and approving (i) the adoption of the 2011 Restricted Stock Unit Plan, a copy of which is set forth in the accompanying Management Information Circular of the Corporation, and (ii) the adoption of the Australian Non-Executive Directors Restricted Stock Unit Plan, a copy of which is set forth in the accompanying Management Information Circular of the Corporation:

For **Against**

Authorized Signature(s) - This section must be completed for your instructions to be executed.

If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this VIF with signing capacity stated.

Signature(s)

Date

James May May 18/11

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

Should you wish to receive a legal proxy, refer to Note #8 on reverse.

If you are not mailing back your VIF, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillingfst.