



**CANDENTE**  
**GOLD CORP**

**Interim Condensed Consolidated Financial Statements**  
**As at and for the three and nine months ended December 31,**  
**2016 and 2015**  
**(Expressed in United States dollars, unless otherwise noted)**

### **NOTICE**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these interim condensed consolidated financial statements then these financial statements must be accompanied by a notice indicating that the interim condensed consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed financial statements of the Company have been prepared by and are the responsibility of the Company's management.

**Candente Gold Corp.**  
**Interim Condensed Consolidated Statements of Financial Position**  
**At December 31, 2016 and March 31, 2016**  
(expressed in United States dollars unless otherwise noted)

	Notes	December 31, 2016	March 31, 2016
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		\$ 184,240	\$ 9,561
Trade and other receivables		4,175	1,920
Prepaid expenses and deposits		6,216	16,624
		<b>194,631</b>	<b>28,105</b>
<b>Non-current assets</b>			
Unproven mineral right interests	3	8,372,906	8,443,769
Equipment		5,610	6,768
<b>Total non-current assets</b>		<b>8,378,516</b>	<b>8,450,537</b>
<b>Total assets</b>		<b>\$ 8,573,147</b>	<b>\$ 8,478,642</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade payables and accrued liabilities	4,6	\$ 992,357	\$ 1,258,717
		<b>992,357</b>	<b>1,258,717</b>
<b>Equity</b>			
Share capital	5	24,174,327	23,804,489
Reserves	5	5,425,301	5,607,069
Accumulated deficit		(22,018,838)	(22,191,633)
<b>Total equity</b>		<b>7,580,790</b>	<b>7,219,925</b>
<b>Total liabilities and equity</b>		<b>\$ 8,573,147</b>	<b>\$ 8,478,642</b>
<b>General information and going concern</b>	1		
<b>Subsequent events</b>	10		

Approved on behalf of the Board of Directors on February 28, 2017

(signed) Larry Kornze  
Director

(signed) Paul Barry  
Director

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

**Candente Gold Corp.**  
**Interim Condensed Consolidated Statements of Comprehensive Loss**  
For the three and nine months ended December 31, 2016 and 2015  
(expresses in United States dollars unless otherwise noted)

	Notes	Three months ended December 31,		Nine months ended December 31,	
		2016	2015	2016	2015
<b>Expenses</b>					
Exploration expenses	8	\$ 32,311	\$ 33,467	\$ 17,957	\$ 138,170
General and administrative expenses	8	86,553	66,016	321,628	230,475
		<b>118,864</b>	<b>99,483</b>	<b>339,585</b>	<b>368,645</b>
<b>Other expenses</b>					
Gain on forgiveness payable	6	(5,610)	-	(200,973)	-
Impairment of unproven mineral right interest - Peru		-	-	-	1,185,000
(Gain) / Loss on foreign exchange		(153,777)	12,478	(311,407)	3,261
Net gain (loss) before other items		\$ 40,523	\$ (111,961)	\$ 172,795	\$ (1,556,906)
<b>Other comprehensive loss</b>					
Cumulative translation adjustment		451,936	(61,005)	312,139	(52,679)
<b>Comprehensive income (loss)</b>		<b>\$ 492,459</b>	<b>\$ (172,966)</b>	<b>\$ 484,934</b>	<b>\$ (1,609,585)</b>
<b>Loss per share attributable to shareholders</b>					
<b>Basic and diluted</b>		<b>\$ (0.00)</b>	<b>\$ 0.00</b>	<b>\$ (0.00)</b>	<b>\$ (0.02)</b>
<b>Weighted average number of common shares outstanding: basic and diluted</b>		<b>106,206,923</b>	<b>77,140,290</b>	<b>101,370,559</b>	<b>77,140,260</b>

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

**Candente Gold Corp.**  
**Interim Condensed Consolidated Statements of Changes in Equity**

For the three and nine months ended December 31, 2016 and 2015

(expressed in United States dollars unless otherwise noted)

	Share Capital		Reserves					Deficit	Total
	Total common shares	Share capital	Equity settled employee compensation and warrants	Other reserve	Foreign currency reserve	Total reserves			
Balance at March 31, 2016	96,206,923	\$ 23,804,489	\$ 5,724,106	\$ 52,046	\$ (169,083)	\$ 5,607,069	\$ (22,191,633)	\$ 7,219,925	
Private placement	10,000,000	\$ 369,838						369,838	
Share-based payment	-	-	130,371	-	-	130,371	-	130,371	
Net gain	-	-	-	-	-	-	172,795	172,795	
Cumulative translation adjustment	-	-	-	-	(312,139)	(312,139)	-	(312,139)	
Balance as at December 31, 2016	106,206,923	24,174,327	5,854,477	52,046	(481,222)	5,425,301	(22,018,838)	7,580,790	

	Share Capital		Reserves					Deficit	Total
	Total common shares	Share capital	Equity settled employee compensation and warrants	Other reserve	Foreign currency reserve	Total reserves			
Balance at March 31, 2015	77,140,260	\$ 23,804,489	\$ 5,702,991	\$ 52,047	\$ (174,679)	\$ 5,580,359	\$ (20,578,936)	\$ 8,805,912	
Share-based payment	-	-	18,230	-	-	18,230	-	18,230	
Net loss	-	-	-	-	-	-	(1,556,906)	(1,556,906)	
Cumulative translation adjustment	-	-	-	-	52,679	52,679	-	52,679	
Balance as at December 31, 2015	77,140,260	23,804,489	5,721,221	52,047	(122,000)	5,651,268	(22,135,842)	7,319,915	

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**Candente Gold Corp.**  
**Interim Condensed Consolidated Statements of Cash Flows**  
For the nine months ended December 31, 2016 and 2015  
(expresses in United States dollars unless otherwise noted)

		Nine month ended December 31,	
	Notes	2016	2015
<b>Cash provided by (used in):</b>			
Gain (loss) for the period		\$ 172,795	\$ (1,556,906)
Items not affecting cash:			
Depreciation		1,543	15,550
Share-based payment	5	130,371	18,230
Gain on forgiveness of debt		(200,973)	-
Impairment of unproven mineral right interests	3	-	1,185,000
Loss (gain) on exchange		-	-
Changes in non-cash working capital items:			
Decrease (increase) in amounts receivable		(2,255)	1,238
Decrease in prepaid expenses and deposits		10,408	14,257
Decrease in accounts payable and accrued liabilities		(46,367)	63,509
<b>Net cash used operating activities</b>		<b>65,522</b>	<b>(259,122)</b>
<b>Investing</b>			
Value added tax recovered		35,105	-
Addition to unproven mineral rights interests	3	(2,300)	(18,000)
Recovery of acquisition costs		-	-
<b>Net cash provided by (used) in investing activities</b>		<b>32,805</b>	<b>(18,000)</b>
<b>Financing</b>			
Private placement, net of share issuance costs		369,838	-
Receipt of loan payable		-	29,081
<b>Net cash provided by financing activities</b>		<b>369,838</b>	<b>29,081</b>
<b>Net change in cash and cash equivalents</b>		<b>468,165</b>	<b>(248,041)</b>
<b>Effect of exchange rate changes on cash</b>		<b>(293,486)</b>	<b>55,451</b>
<b>Cash and cash equivalents at beginning of period</b>		<b>9,561</b>	<b>194,760</b>
<b>Cash and cash equivalents at end of period</b>		<b>\$ 184,240</b>	<b>\$ 2,170</b>

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

# Candente Gold Corp.

## Interim Condensed Consolidated Financial Statements

For the three and nine months ended December 31, 2016 and 2015

(Expressed in United States dollars unless otherwise noted)

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### 1. Nature of operations and going concern

Candente Gold Corp. and its subsidiaries (the “Company”) are engaged in the exploration of mineral right interests in Mexico and Peru. The Company was incorporated on April 24, 2009 under the Business Corporation Act of British Columbia. The principal subsidiaries of the Company as at December 31, 2016 are as follows:

<b>Subsidiary</b>	<b>Interest</b>	<b>Functional Currency</b>
Candente Mexico Resource Corp.	100%	CDN Dollars
El Oro (BC) Exploration Inc.	100%	CDN Dollars
Candente Gold Peru S.A.	100%	US Dollars
Minera CCM, S.A. de C.V. (“CCM”)	100%	US Dollars
Minera CCM El Oro Jales S.A. de C.V.	100%	US Dollars
Candente Mexico Servicios S.A. de C.V.	100%	US Dollars

Candente Gold’s common shares are listed on the TSX Venture Exchange (“TSX-V”) under the trading symbol CDG.V. The Company’s share options and warrants are not listed.

These consolidated financial statements were authorized for issue by the Board of Directors on February 28, 2017.

At the date of these consolidated financial statements, the Company has not yet determined whether any of its mineral right interests contain economically recoverable mineral reserves. Accordingly, the value of mineral right interests represents cumulative acquisition costs incurred to date and does not necessarily reflect present or future values. The recovery of these costs is dependent upon the discovery of economically recoverable mineral reserves and the ability of the Company to obtain the necessary financing to complete their exploration and development and to resolve any environmental, regulatory, or other constraints.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. For the nine months ended December 31, 2016, the Company incurred a gain of approximately \$172,795, current liabilities exceed current assets by \$0.80 million at December 31, 2016. As at December 31, 2016, the Company had cumulative losses since inception of \$22.02 million. The Company does not generate cash flows from operations and accordingly, the Company will need to raise additional funds through the issuance of securities, resource secured debt or joint venture projects. Although, the Company has been successful in raising funds in the past there can be no assurance that the Company will be able to raise sufficient funds in the future, in which case the Company may be unable to meet obligations due in the normal course of business. In addition, the Company is subject to sovereign risk, including political and economic instability, changes in existing government regulations relating to mining, as well as currency fluctuations and local inflation. These factors may cast significant doubt regarding the Company’s ability to continue as a going concern. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of assets may be materially less than amounts on the statement of financial position.

# Candente Gold Corp.

## Interim Condensed Consolidated Financial Statements

For the three and nine months ended December 31, 2016 and 2015

(Expressed in United States dollars unless otherwise noted)

### 2. Statement of compliance and basis of presentation

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. These condensed consolidated interim financial statements should be read in conjunction with the Company’s audited consolidated financial statements for the year ended March 31, 2016, which have been prepared in accordance with IFRS issued by the IASB.

### 3. Unproven mineral right interests

As of December 31, 2016, and March 31, 2016, the Company’s capitalized unproven mineral right interest costs are as follows:

	Balance at April 1, 2016	Acquisition costs and additions	Impairment of unproven mineral rights interests	Balance at December 31, 2016
<b>Mexico Properties</b>				
El Oro - Hardrock	\$ 8,009,752	\$ (65,058)	\$ -	\$ 7,944,694
El Oro mine tailings	118,840	29,300	-	148,140
Peruvian Properties	204,489	-	-	204,489
Value-added tax	110,688	(35,105)	-	75,583
<b>Closing balance</b>	<b>\$ 8,443,769</b>	<b>\$ (70,863)</b>	<b>\$ -</b>	<b>\$ 8,372,906</b>

	Balance at April 1, 2015	Acquisition costs and additions	Impairment of unproven mineral rights interests	Balance at March 31, 2016
<b>Mexico Properties</b>				
El Oro - Hardrock	\$ 8,009,752	\$ -	\$ -	\$ 8,009,752
El Oro mine tailings	82,840	36,000	-	118,840
Peruvian Properties	1,389,489	-	(1,185,000)	204,489
Value-added tax	110,596	92	-	110,688
<b>Closing balance</b>	<b>\$ 9,592,677</b>	<b>\$ 36,092</b>	<b>\$ (1,185,000)</b>	<b>\$ 8,443,769</b>

#### El Oro Mine Tailings

During the year ended March 31, 2014, the Company signed an agreement with the municipality of El Oro that provides the Company with the access and processing rights to tailings deposits. Upon signing the agreement, \$25,000 was due and paid with monthly contributions of \$3,000 (paid).

#### Peruvian properties

The Company entered into an agreement with Inversiones Troy SAC (“Troy”) giving Troy the right to acquire 100% of the Company’s remaining Peruvian property subject to an NSR of 1% as well as option payments totaling \$500,000. Payments are to be made to the Company upon initiating a drilling program and on both of the 12 and 24 month anniversaries of initiating the drilling. Troy retains the right to buy back 50% of the NSR for \$500,000.



# Candente Gold Corp.

## Interim Condensed Consolidated Financial Statements

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(Expressed in United States dollars unless otherwise noted)

### 4. Trade payables and accrued liabilities

	December 31, 2016		March 31, 2016	
Trade payables	\$	860,426	\$	1,167,255
Accrued liabilities		131,931		91,462
	\$	992,357	\$	1,258,717

### 5. Capital and equity reserve

#### a. Shares authorized

Company has an unlimited number of common shares with no par value.

#### b. Common share issues

On August 12, 2016, the Company completed its non-brokered private placement ("Private Placement") launched on July 11, 2016 (News Releases No. 056 and 057) raising total proceeds of CDN\$500,000.

The Private Placement comprised of the sale of 10,000,000 units ("Units") at a price of CDN\$0.05 with each Unit consisting of one common share of the Company and one half-share purchase warrant ("Warrant"). Each full warrant will be exercisable for one additional share of the Company's common stock for two years at a conversion price of CDN\$0.10, subject to an acceleration provision triggered if at any time after November 30, 2016, the Company's common shares have a closing price on the TSX Venture Exchange at or above a price of CDN\$0.20 per share for a period of 10 consecutive trading days. A total of 5,000,000 Warrants were issued pursuant to the Private Placement as part of the Units.

Joanne Freeze, President, CEO and a director of the Company, and Paul H. Barry, Chairman of the Board and a director of the Company, collectively, subscribed for 915,000 Units or 9.15% of Units sold pursuant to the Private Placement, which in total value would represent less than 25% of Candente Gold's market capitalization.

#### c. Share options

Company has an incentive share option plan (the "Plan"). Under the Plan a total of 10% of the Company's outstanding common shares are reserved for the issuance of shares at discretion of the Board of Directors. Terms of each option award is fixed by the Board of Directors at time of grant. Share option awards have a maximum term of ten years.

On May 20, 2016, the Company granted a total of 5,250,000 incentive stock options to certain directors, officers, members of management and key consultants. The grant was made to provide a one-time long term incentive grant to retain and reward future performance of certain key senior management, directors and consultants during challenging market conditions (see News Release 054, dated May 24, 2016). These options are exercisable in whole or part until May 20, 2026 at an exercise price of CDN\$0.05 and are subject to the terms and conditions of the Company's incentive stock option plan.

During the nine months ended December 31, 2016, 205,000 incentive stock options expired unexercised.

**Candente Gold Corp.**  
**Interim Condensed Consolidated Financial Statements**  
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**5. Capital and equity reserve (continued)**

Changes in stock options were as follows:

	Number of Options	Weighted Average Exercise Price (CDN\$)
<b>Options outstanding, March 31, 2015</b>	<b>5,295,000</b>	<b>\$0.13</b>
Options expired	(800,000)	\$0.25
<b>Options outstanding, March 31, 2016</b>	<b>4,495,000</b>	<b>\$0.17</b>
Options granted	5,250,000	\$0.05
Options expired	(205,000)	\$0.49
<b>Options outstanding, December 31, 2016</b>	<b>9,540,000</b>	<b>\$0.10</b>

As at December 31, 2016, the following options were exercisable and outstanding:

Grant date	Outstanding		Exercisable		Expiry date
	Exercise price (CDN\$)	Number of options	Exercise price (CDN\$)	Number of options	
December 5, 2012	\$0.25	250,000	\$0.25	250,000	December 5, 2017
February 15, 2013	\$0.25	1,235,000	\$0.25	1,235,000	February 15, 2018
August 27, 2014	\$0.10	2,705,000	\$0.10	2,705,000	August 27, 2019
September 10, 2014	\$0.10	100,000	\$0.10	100,000	September 10, 2019
May 20, 2016	\$0.05	5,250,000	\$0.05	5,250,000	May 20, 2026
	\$0.10	9,540,000	\$0.10	9,540,000	

Company used the Black-Scholes option-pricing model under the following weighted average assumptions and recorded total stock based compensation for the nine months ended December 31, 2016 and 2015 of \$130,371 and \$18,230 respectively:

	Nine months ended December 31, 2016	Year ended March 31, 2016
Dividend yield	0.00%	0.00%
Risk-free interest rate	1.36%	1.52-1.62%
Volatility range	112.85%	98%
Expected life	10 years	5 years
Forfeiture rate	0	2.5%

**Candente Gold Corp.**  
**Interim Condensed Consolidated Financial Statements**  
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5. Capital and equity reserve (continued)

**d. Warrants**

	<b>Number of Warrants</b>	<b>Weighted Average Exercise Price (CDN\$)</b>
Warrants outstanding, March 31, 2015	847,400	\$0.05
Expired	(629,000)	0.05
Warrants outstanding, March 31, 2016	218,400	0.05
Granted	5,000,000	0.10
Warrants outstanding, December 31, 2016	5,218,400	\$0.05

(See Note 10 (a))

**e. Reserves**

Other reserve:

Other reserve records the reserve resulting from the acquisition of subsidiaries.

Equity settled employee compensation and warrants reserve:

The equity settled employee compensation and warrant reserve recognized as stock-based compensation expense and other warrant payments. At the time that stock options or warrants are exercised, the corresponding amount will be transferred to share capital.

Foreign currency reserve:

Foreign currency reserve records unrealized exchange differences arising on translation of group companies that have a functional currency other than the Company's reporting currency.

**f. Loss per share**

Calculation of basic and diluted loss per share for the nine months ended December 31, 2016 and December 31, 2015 was based on the gain attributed to common shareholders of \$208,548 (Loss 2015 - \$1,556,906) and the weighted average number of common shares outstanding of 101,370,559 (2015 – 77,140,260).

**6. Related party disclosures**

Company's related parties consist of companies owned by executive officers and directors. The following is a list of related parties that the Company enters into trading transactions with:

- Ridley Rocks Inc. – Management and exploration fees;
- SW Project Management – Project management and engineering fees;
- Michael Thicke Geological Consulting Inc. – Exploration fees for member group of companies; and
- Candente Copper Corp. - shared administrative expenses with a Company related by directors and management in common.

**a. Related party transactions**

Company incurred the following fees and expenses with companies owned by key management and directors.

# Candente Gold Corp.

## Interim Condensed Consolidated Financial Statements

For the three and nine months ended December 31, 2016 and 2015

(Expressed in United States dollars unless otherwise noted)

	Nine months ended	
	December 31, 2016	December 31, 2015
Salaries and management and exploration fees (Note 10)	\$ 65,636	\$ 94,486
Share-based payment (Note 10)	125,609	12,654
	<b>\$ 191,245</b>	<b>\$ 107,140</b>

Share-based payments are the fair value of options expensed to directors and key management personnel during the nine months ended December 31, 2016.

Company does not remunerate directors of the Company unless market capitalization is greater than \$75 million. During the nine months ended December 31, 2016, the Company paid \$nil in directors fees (2015 - \$nil).

### b. Balance owing

Amounts due to related parties are unsecured, non-interest bearing and due on demand. Accounts payable at December 31, 2016 included approximately \$174,745 (March 31, 2016 - \$308,510) owing to directors and officers and \$573,092 (March 31, 2016 - \$580,902) owing to Candente Copper Corp., a shareholder of the Company. During the nine month period ended December 31, 2016 management forgave fees owed to them in the amount of \$171,518.

### 7. Segmented information

The Company operates in one segment being the exploration of mineral properties. The Company operates in three geographical areas, being Peru, Mexico and Canada. Following is an analysis of the Company's assets by geographical area and reconciled to the Company's consolidated financial statements.

	December 31, 2016			
	Canada	Peru	Mexico	Total
Unproven mineral right interests	\$ -	\$ 317,477	\$ 8,055,429	\$ 8,372,906
Equipment	-	1,138	4,472	5,610
	<b>\$ -</b>	<b>\$ 318,615</b>	<b>\$ 8,059,901</b>	<b>\$ 8,378,516</b>

  

	March 31, 2016			
	Canada	Peru	Mexico	Total
Unproven mineral right interests	\$ -	\$ 315,177	\$ 8,128,592	\$ 8,443,769
Equipment	-	1,632	5,136	6,768
	<b>\$ -</b>	<b>\$ 316,809</b>	<b>\$ 8,133,728</b>	<b>\$ 8,450,537</b>

**Candente Gold Corp.**  
**Interim Condensed Consolidated Financial Statements**  
For the three and nine months ended December 31, 2016 and 2015  
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**8. Expenses**

	Three months period ended December 31,		Nine months period ended December 31,	
	2016	2015	2016	2015
<b>GENERAL AND ADMINISTRATIVE</b>				
Audit and tax advisory fees	\$ 13,192	\$ (13,463)	\$ 21,272	\$ 29,692
Bank charges and interest	759	140	945	693
Depreciation	(3,537)	72	1,543	15,550
Legal	22,821	53,508	39,244	57,896
Management fees, office salaries and benefits	32,471	9,237	66,260	40,294
Office, rent and miscellaneous	7,199	9,205	10,061	35,075
Regulatory and filing fees	14,454	3,049	16,705	30,184
Share-based payment	(2,832)	3,914	130,371	18,230
Shareholder communications	2,026	354	35,227	2,861
<b>Total general and administrative expenses</b>	<b>\$ 86,553</b>	<b>66,016</b>	<b>\$ 321,628</b>	<b>\$ 230,475</b>

	Three months period ended December 31,		Nine months period ended December 31,	
	2016	2015	2016	2015
<b>EXPLORATION</b>				
Community engagement and initiatives	\$ -	-	\$ -	\$ 1,383
Exploration	-	11,777	360	70,950
Project administration	32,311	21,690	49,597	65,837
Cost recoveries	-	-	(32,000)	-
<b>Total exploration expenses</b>	<b>\$ 32,311</b>	<b>33,467</b>	<b>\$ 17,957</b>	<b>\$ 138,170</b>

**9. Financial risk and capital management**

Company is exposed to certain financial risks in the normal course of operations:

**a. Liquidity risk**

Liquidity risk is risk that the Company will not be able to meet obligations associated with its financial liabilities. Liquidity position of the Company is managed to ensure sufficient liquid funds are available to meet financial commitments in a timely and cost-efficient manner. Management continually reviews the liquidity position including cash flow forecasts to determine liquidity position and maintain appropriate liquidity levels. Company plans to make payments of trade payables and commitments from current working capital and future sources of equity financing. Liquidity risk is considered to be high.

# Candente Gold Corp.

## Interim Condensed Consolidated Financial Statements

For the three and nine months ended December 31, 2016 and 2015

(Expressed in United States dollars unless otherwise noted)

### 9. Financial risk and capital management (continued)

#### *Maturity analysis of financial instruments*

Financial liabilities	Carrying amount	2016	2017	2018	2019
Trade payables and accrued liabilities	\$ 992,357	\$ 992,357	\$ -	\$ -	\$ -

#### b. Currency risk

Currency risk is risk that arises on financial instruments that are denominated in a currency, i.e. in a currency other than the functional currency in which they are measured. Company operates internationally and is exposed to risks from foreign currency rates. Functional currency of the Company's subsidiaries is United States and Canadian dollars and some subsidiaries transactions are denominated in Mexican Pesos and Nuevo Soles. Company does not enter into any foreign exchange contracts to mitigate risk. Company and its subsidiaries do not have significant transactions or hold significant cash denominated currencies other than the functional currencies. Therefore, risk is considered minimal.

#### c. Credit risk

Credit risk is risk that the counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge its obligations. Credit risk arises from cash and trade and other receivables.

Cash are deposited in highly rated corporations and credit risk associated with these deposits is low.

#### d. Capital management

Company's capital structure is comprised of working capital (current assets minus current liabilities) and equity. Company's objectives when managing capital structure is to maintain financial flexibility to preserve the Company's access to capital markets and meet financial obligations.

Company's corporate office is responsible for capital management. This involves the use of corporate forecasting models, which facilitate analysis of the Company's financial position including cash flow forecasts to determine future capital management requirements.

In preparing budgets and corporate forecasting models, Management considers operating commitments imposed by subsidiaries and stability of global capital markets.

Capital management is undertaken to ensure a secure, cost-effective supply of funds to ensure the Company's operating and capital expenditure requirements are met. Total capital being managed by the Company as of the balance sheet dates, December 31, 2016 and March 31, 2016 is as follows:

	As at December 31, 2016		As at March 31, 2016	
Total working capital deficiency	\$	(797,726)	\$	(1,230,612)
Total equity		7,616,543		7,219,925
<b>Total capital</b>	<b>\$</b>	<b>6,783,064</b>	<b>\$</b>	<b>5,989,313</b>

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**9. Financial risk and capital management (continued)**

There were no changes in the Company's approach to capital management during the period and the Company is not subject to any restrictions on its capital.

**Fair value hierarchy**

The consolidated statements of financial position carrying amounts for cash, trade and other receivables and trade payables, approximate fair value due to their short-term nature.

Following provides a description of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on degree to which fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Cash	\$ 184,240	\$ -	\$ -	\$ 184,240
Total	\$ 184,240	\$ -	\$ -	\$ 184,240

There were no transfers between levels during the period.

**10. Subsequent events**

- a) Subsequent to December 31, 2016, 218,400 warrants expired unexercised.
- b) On January 25th, 2017, the Company announced it has entered into a Purchase and Sale Agreement (the "Agreement") pursuant to which it will acquire the remaining 30% interest in the El Oro Project (the "El Oro Project") in Mexico (the "Transferred Interest") from Desarrollos Mineros San Luis, S.A. de C.V. ("DMSL"), a subsidiary of Goldcorp Inc. ("Goldcorp"). Upon closing of the acquisition of the Transferred Interest, the Company will hold 100% interest in the El Oro Project as it had previously earned a 70% interest in the El Oro Project from Goldcorp.

As consideration for the acquisition of the Transferred Interest, the Company agreed to issue to DMSL (or its nominee) an aggregate of 5,000,000 common shares of the Company (the "Shares"), with 1,000,000 (issued) Shares to be issued concurrently with the acquisition of the Transferred Interest and with further tranches of 1,000,000 Shares to be issued to DMSL (or its nominee) on the four successive anniversary dates of the Agreement, with Candente Gold having the right but not the obligation to issue any or all of such 4,000,000 Shares in advance of such anniversary dates in its sole discretion.

- c) A total of 550,000 stock options of the Company at an exercise price of \$0.05 per share exercisable in whole or part for a period of ten years.