

# **CANDENTE GOLD CORP.**

Management Discussion and Analysis  
Quarter and Nine Months Ended December 31, 2009

---

# CANDENTE GOLD CORP.

Management's Discussion and Analysis  
Quarter and Nine Months Ended December 31, 2009  
(Expressed in U.S. Dollars, Unless Otherwise Noted)

---

## INTRODUCTION

The following Management Discussion and Analysis ("MD&A") for Candente Gold Corp. ("Candente Gold") and its subsidiary companies (collectively, the "Company") is prepared as of February 11, 2010 and should be read in conjunction with the Company's unaudited consolidated financial statements and the notes thereto for the quarter ended December 31, 2009 ("Q3-2010"), which were prepared in accordance with generally accepted accounting principles ("GAAP") in Canada.

All the financial information presented in this document is expressed in U.S. dollars, unless otherwise noted.

## DESCRIPTION OF BUSINESS

Candente Gold is a Vancouver, Canada, based mineral exploration company which has an interest in the El Oro project in Mexico ("El Oro") and in various silver-gold properties in Peru. The Company conducts its operations through wholly-owned subsidiaries.

The Company is in the exploration stage and there can be no assurance that commercially viable ore deposits may exist in any of its properties until the Company completes further exploration work and comprehensive economic evaluation based upon that work.

## TRANSFER OF PROPERTIES FROM CANDENTE COPPER CORP.

On April 24, 2009, Candente Copper Corp. ("Candente Copper", formerly Candente Resource Corp.) and Canaco Resources Inc. ("Canaco") created Candente Gold.

Candente Gold will focus on exploration and development of precious metals projects in Latin America.

On April 30, 2009, Candente Copper and Canaco completed the transfer to Candente Gold of their respective 50% interests in Minera CCM, S.A. de C.V. ("CCM"), the Mexican company that holds an option on El Oro (the "Option"). As consideration for the transfer of the El Oro interests, Candente Gold issued 5 million common shares and a promissory note to each of Candente Copper and Canaco. Each promissory note has a principal amount of Cdn\$1,300,000 (\$1,239,157 at December 31, 2009), payable in cash or convertible into units of Candente Gold, based on the same terms and conditions as the private placement financing Candente Gold completed in the quarter ended December 31, 2009. On December 31, 2009, Candente Copper converted its \$1,300,000 promissory note into 3,250,000 shares and 1,625,000 warrants of the Company. The warrants have an exercise price of Cdn\$0.60 per common share to January 4, 2012.

In addition, Candente Copper transferred its Peruvian silver and gold properties (the "Properties") to Candente Gold in the quarter ending December 31, 2009. Subsequent to December 31, 2009, the Company issued 13,500,000 common shares (Note 8(b)) to Candente Copper in return for the transfer of the Properties. Other consideration for the exchange of the Properties included the granting by the Company of a copper net smelter return royalty to Candente Copper. In addition, Candente Gold has agreed to issue to Candente Copper an additional 10,000,000 of its common shares once a minimum of US\$5 million has been spent cumulatively by Candente Gold on the Properties. The Company accounted for the consideration in respect of the 13,500,000 Candente Gold shares at a value of \$4,422,011, comprised of the Candente Copper carrying cost of \$4,663,251 less \$241,240 due in cash to Candente Copper in respect of annual license costs paid for the Properties in 2009 by Candente Copper.

---

# CANDENTE GOLD CORP.

Management's Discussion and Analysis  
Quarter and Nine Months Ended December 31, 2009  
(Expressed in U.S. Dollars, Unless Otherwise Noted)

---

## CANDENTE GOLD EXPLORATION PROJECTS

### EL ORO

El Oro is located in central Mexico. The El Oro property includes historic mines which are past producers of gold and silver. On May 5, 2006, CCM, Candente Copper and Canaco entered into an option agreement (the "2006 Agreement") with Luismin, S.A. de C.V. ("Luismin") and Desarrollos Mineros San Luis, S.A. de C.V. ("Desarrollos"), subsidiaries of Goldcorp Inc. that allowed CCM to acquire up to a 70% undivided interest in El Oro, subject to a 40% back-in right, in 24 mining concessions comprising approximately 14,950 hectares located in the states of Mexico and Michoacan, Mexico. Certain exploration and mining concessions are subject to net smelter returns royalties. Candente Copper was the operator of all exploration programs conducted under the 2006 Agreement.

Under the terms of the 2006 Agreement, in order to exercise the Option the joint venture was required to incur an aggregate \$10 million of exploration expenditures and each of Candente Copper and Canaco were required to issue 250,000 common shares over a five-year period to November 30, 2011. CCM could earn an initial 50% interest by incurring \$5 million of exploration expenditures and Candente Copper and Canaco issuing the 250,000 common shares each by the third year of the 2006 Agreement. CCM could earn an additional 20% interest by incurring an additional \$5 million of exploration expenditures by the fifth year.

The 2006 Agreement further provided that if CCM exercised both options, Luismin would then have a back-in right to acquire an undivided 40% interest in El Oro by incurring an aggregate of \$25,000,000 in exploration expenditures within four years from the date that is 90 days following the exercise by CCM of the second option, and the right to participate in future equity financings by each of Candente Copper and Canaco up to the greater of Luismin's then current percentage interest in each company or 10% of the financing.

In letter agreements dated February 2, 2009 (the "February 2009 Agreement") and September 30, 2009 (the "September 2009 Agreement") among Candente Copper, CCM, Canaco, Luismin, and Desarrollos, the parties agreed to amend the 2006 Agreement.

In accordance with the terms of the February 2009 Agreement, each of Candente Copper and Canaco:

- Committed to issue to Luismin on or before November 30, 2009 the 125,000 common shares in their share capital as provided for in the 2006 Agreement, whether or not CCM continues to make the option payments called for in the 2006 Agreement; and
- Agreed to add a requirement for the issuance by each of Candente Copper and Canaco of an additional 125,000 common shares in their share capital on or before November 30, 2010 as a term for the exercise of the first option provided for in the 2006 Agreement.
- Pursuant to the terms of the September 2009 Agreement, Candente Copper, Canaco and CCM obtained a reduction in the area subject to Luismin's "back-in" right and an extension to various terms of the Option, subject to certain conditions being met on or before November 30, 2009, including Candente Gold raising the necessary funds to meet the revised terms of the September 2009 Agreement and receiving conditional approval for the listing of its shares on the TSX, and the receipt of regulatory approvals for the September 2009 Agreement. The September 2009 Agreement:
  - provides that Luismin's back-in right to buy 40% of the property no longer includes the portion of El Oro that contains the historic workings, and is now limited to the exploration claims;
  - effectively extends the Option and payment of consideration for the Option to November 30, 2013;
  - changes the share consideration portion of the Option payments to shares in Candente Gold (with the majority of such shares to be issued by Candente Gold) and increases to 2,000,000 the number of Candente Gold shares to be issued.

---

# CANDENTE GOLD CORP.

Management's Discussion and Analysis  
Quarter and Nine Months Ended December 31, 2009  
(Expressed in U.S. Dollars, Unless Otherwise Noted)

---

Mark Pryor, Pr.Sci.Nat., Independent Consultant, Sean Waller, P.Eng., Vice President and Joanne C. Freeze, P.Geo., President and CEO, are the qualified persons responsible for the review of the technical information contained under the El Oro Property.

## **PERUVIAN SILVER-GOLD PROPERTIES**

The main Peruvian silver-gold properties transferred from Candente Copper are listed below. The following disclosure has been prepared by or under the supervision of Sean I. Waller, Vice President of the Company and Joanne C. Freeze, President, CEO and director of the Company, both of whom are qualified persons for the purposes of NI-43-101. All of these properties are 100% owned by the Company and are without reserves. Candente Gold's current operations on these properties consist of an exploratory search for mineable deposits of minerals, and previous work completed by Candente Copper on these properties was exploratory in nature.

### **Tres Marias**

The Tres Marias property occurs within the Puno epithermal silver-gold belt that hosts the Aruntani deposit owned by Aruntani SAC, the Corani deposit owned by Bear Creek Mines and the Santa Ana deposit owned by Bear Creek Mines.

The Tres Marias project offers potential for extending to depth and along strike of high grade silver-gold-lead-zinc vein systems and discovery of new gold-silver vein or bulk tonnage deposits in two under-explored high sulphidation gold-silver targets.

Candente Gold is compiling and evaluating available geological, geochemical, and geophysical data related to the Tres Marias property. The Pataqueña vein system is ready for drill testing but prior to drilling it is recommended that the area of the vein system be covered by a Natural Source Audio Magnetic Telluric survey (NSAMT) which might help better define the known veins/structures and also possibly locate other hidden structures with veins. Detailed mapping and rock and soil geochemical sampling is recommended on the Soracha and San Francisco zones to define drill targets.

### **Lunahuana**

Lunahuana is a 5,387 hectare disseminated gold-copper exploration project located in central Peru. The Lunahuana property was formerly known as the Columbia property.

### **Oro Queropalca**

The Oro Queropalca property hosts abundant vein and disseminated gold-silver mineralization in surface showings that gave highly anomalous gold and silver assays. The property has potential to host epithermal gold-silver deposits and mantos style silver-lead-zinc deposits.

### **Alto Dorado/Toril**

Alto Dorado is a 9,400 hectare exploration stage gold project located in the Department of La Libertad in northern Peru. The Company's interest in the Alto Dorado property is based on earlier exploration work by Candente Copper.

### **The Brujas-Picota Project**

The property covers extensive areas of argillic, phyllic, advanced argillic (dickite, alunite, pyrophyllite), silicification (locally vuggy to grey silica) alteration with gold-silver-bearing veins, breccias and structures. The project has potential to host high sulphidation type gold-silver deposits within large areas of vuggy silica and advanced argillic alteration with gold-silver-bearing veins, breccias and structures. The exploration targets include six zones with gold-silver bearing veins, breccias and structures and areas between the six zones which have had little exploration. The property has only had very preliminary exploration.

The property lies just northeast of Buenaventura's La Zanja high sulphidation gold deposit and 12 km west of the Tantauatay porphyry gold deposit owned by Grupo Mexico and Buenaventura.

---

# CANDENTE GOLD CORP.

Management's Discussion and Analysis  
Quarter and Nine Months Ended December 31, 2009  
(Expressed in U.S. Dollars, Unless Otherwise Noted)

---

## Las Brujas Claims

Rock samples returned anomalous values of gold (up to 1.57gpt), antimony (up to 570ppm), arsenic (up to 3,680ppm), barium (up to 1,860ppm), silver (up to 22.4gpt), mercury (>100,000ppb), as well as elevated copper (up to 681ppm), lead (up to 836ppm) and zinc (up to 1,135ppm). Silt samples also returned anomalous gold, silver, mercury, barium and arsenic values.

## Fredito Project

The property covers a large geophysical target partially overlying a gold-silver-bearing zone of high sulphidation alteration, proximal to a gold-silver-lead-zinc-bearing low sulphidation vein system exploited since colonial times.

The property is located in the same volcanic belt as the operating Arasi (La Rescatada) high sulphidation gold deposit. Other significant deposits in the area include the Berenguela Ag deposit located 23km south of Fredito and the El Cofre (Paratia) mine (Ag-Zn-Pb and minor Au).

## Las Sorpresas

Las Sorpresas is an exploration stage epithermal high sulphidation gold-silver project located southeast of the Yanacocha district in northern Peru. Candente Copper's interest in the Las Sorpresas property stemmed from earlier exploration work, as described below, that was done in the area.

## El Tigre

The El Tigre property covers an area with potential to host epithermal low sulphidation quartz vein and/or bulk tonnage gold deposits marginal to large diatreme breccias with abundant fragments containing gold-bearing quartz veins and quartz stockworks.

## RESULTS OF OPERATIONS – QUARTER ENDED DECEMBER 31, 2009

During the quarter ended December 31, 2009 ("Q3-2010) the Company posted a loss of \$170,070. The Company is in the exploration stage, with no sources of revenue.

The most significant general and administrative expense incurred in Q3-2010 were salaries and management fees of \$52,028, followed by corporate development costs of \$47,610 and office, rent and miscellaneous expenses of \$18,712. Total general and administrative expenses were \$111,662 in Q3-2010. Certain of these expenses, particularly audit costs, regulatory and filing fees and shareholder communication expense are expected to increase following the listing of the Company's shares on the TSX as of January 4, 2010.

The Company also recorded exploration costs of \$58,408 in Q3-2010, the most significant cost being \$48,381 in geological and geophysical fees, followed by camp, field supplies and travel costs of \$8,416, equipment maintenance and rental of \$1,334 and mapping costs of \$277.

Exploration costs are expected to increase substantially as of Q4-2010 (quarter ending on March 31, 2010) once the Company commences a drilling programme in El Oro.

## RESULTS OF OPERATIONS – NINE MONTHS ENDED DECEMBER 31, 2009

During the nine months ended December 31, 2009 ("YTD-2010) the Company posted a loss of \$871,053. The Company is in the exploration stage, with no sources of revenue.

The most significant expense YTD was a foreign exchange loss of \$264,410, mostly of an unrealized nature, followed by legal fees of \$113,514, salaries and management fees of \$97,105, corporate development costs of \$71,112, office, rent and miscellaneous expenses of \$49,674 and travel expense of \$41,701. Total general and administrative expenses YTD-2010 were \$680,818.

# CANDENTE GOLD CORP.

Management's Discussion and Analysis  
Quarter and Nine Months Ended December 31, 2009  
(Expressed in U.S. Dollars, Unless Otherwise Noted)

The Company also recorded exploration costs of \$190,235 YTD-2010. A summary of exploration costs incurred by the Company from inception to date is presented below:

	QE June 30, 2009 (\$)	QE Sept. 30, 2009 (\$)	QE Dec.31, 2009 (\$)	Cumulative costs to date (\$)
<b>EL ORO</b>				
Camp, field supplies & travel	6,035	5,502	8,416	19,953
Equipment maintenance & rental	813	1,281	1,334	3,428
Geological & geophysical	36,970	81,127	48,381	166,478
Mapping	-	99	277	376
	43,818	88,009	58,408	190,235

## SUMMARY OF QUARTERLY FINANCIAL RESULTS

	QE Dec. 31, 2009	QE Sept. 30, 2009	QE June 30, 2009	QE March 31, 2009*
Total revenue	\$ -	\$ -	\$ -	\$ -
Net	(170,070)	(373,859)	(327,124)	N/A
Basic and diluted loss per share	(0.01)	(0.04)	(0.03)	-
	QE Dec. 31, 2008	QE Sept. 30, 2008	QE June 30, 2008	QE March 31, 2008
Total revenue	\$ -	\$ -	\$ -	\$ -
Net loss	N/A	N/A	N/A	N/A
Basic and diluted loss per share	-	-	-	-

\* The Company was incorporated on April 24, 2009 therefore there are no financial statements for quarters ending prior to that time

## LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2009 the Company had cash and cash equivalents of \$7,764,460 and working capital of \$1,810,037.

Subsequent to December 31, 2009, the issue of 13,500,000 shares to Candente Copper reduced the Company's current liabilities by \$4,422,011 and increased the Company's working capital by the same amount.

The Company holds its cash in Guaranteed Investment Certificates ("GIC") issued by British Columbia Credit Unions. The GICs are insured on a no-limit basis under the Credit Union Deposit Insurance Corporation.

During the quarter ended December 31, 2009, the Company completed a private placement (the "Private Placement") for gross proceeds of \$8,508,378 (Cdn\$9,028,130) from the sale of units ("Units") consisting of one Company common share and one half-warrant ("Warrants"). Pursuant to the Private Placement, the Company issued a total of 22,570,325 common shares and certificates representing 11,285,162 Warrants. Each full Warrant is exercisable at a price of Cdn\$0.60 per common share until January 4, 2012. The Warrants were valued by the Company at \$1,624,195. The Company also paid to agents assisting in the Private Placement a total of \$298,528 (Cdn\$313,186) in cash commissions and issued to the agents 735,345 warrants ("Agents' Warrants"). The cash commissions and Agents' Warrants equal 6.5% of the aggregate number of Units sold by the agents pursuant to the Private Placement. Each of the Agents' Warrants is exercisable for a period of 24 months to purchase one additional common share of the Company at a price of Cdn\$0.60 per share. The Agents' Warrants issued as finders' fees were valued by the Company at \$105,834.

The Company intends to use existing cash to fund acquisitions, exploration activities and general and administrative expenses. Given that it currently does not have a source of revenue, the Company's ability to continue as a going concern remains contingent on its ability to obtain additional financing in future periods.

The Company is sharing with Candente Copper some of its general and administrative overhead.

---

# CANDENTE GOLD CORP.

Management's Discussion and Analysis  
Quarter and Nine Months Ended December 31, 2009  
(Expressed in U.S. Dollars, Unless Otherwise Noted)

---

As of December 31, 2009 the Company had accounts payable and accrued liabilities of \$507,365, of which \$21,581 is an account payable to Candente Copper in connection with cost-sharing of certain administrative expenses in December 2009 and \$241,240 is for reimbursement to Candente Copper of annual license costs for the Peruvian silver-gold properties, as agreed by both parties as part of the Arrangement.

During the quarter ended December 31, 2009, the Company paid to Candente Copper approximately \$400,000 for reimbursement of shared expenses from May to mid December 2009.

## Operating Activities

Cash used from operations during Q3-2010, including the changes in non-cash working capital items, was \$296,008. On a YTD basis, cash used in operations was \$290,342.

## Financing Activities

During Q3-2010, and on a YTD-basis, cash generated from financing activities was \$8,032,555. The Company had subscriptions receivable of \$177,295 (included in accounts receivable) for deposits in transit pursuant to the private placement as of December 31, 2009.

## Investing Activities

The Company did not have any cash outlays for investing activities in Q3-2010 but received cash of \$22,247 in connection with the transfer of El Oro in Q1-2010.

## **TRANSACTIONS WITH RELATED PARTIES**

During the nine months ended December 31, 2009, \$35,360 was paid or accrued to a private company associated with a director and officer of the Company for geological consulting services rendered and \$70,269 was paid or accrued as salaries to an officer of the Company, allocated to geological fees. These amounts are included as a component of exploration costs.

During the nine months ended December 31, 2009, \$63,955 was paid or accrued as salaries and \$25,979 was paid or accrued as management fees to officers of the Company. These amounts are included in general and administrative expenses.

At December 31, 2009, a director and officer of the Company served as a director and officer of Candente Copper and three of the Company's officers served as officers of Candente Copper.

## **SUBSEQUENT EVENTS**

- On January 4, 2010, the Company's shares commenced trading on the TSX under the trading symbol "CDG" and the Company became a reporting issuer in British Columbia, Ontario and Alberta.
- On January 6, 2010, the Company and Candente Copper implemented the final steps of the Arrangement which included the issuance of 13,500,000 shares of the Company to Candente Copper for the transfer of the Peruvian silver-gold properties and the distribution by Candente Copper as a return of capital of a total of 16,213,627 of the Company's shares to Candente Copper shareholders of record, on the basis of one Company share distributed for every five shares in Candente Copper held by each Candente Copper shareholder. The issue of these shares reduced the Company's current liabilities by \$4,422,011 and increased the Company's working capital by the same amount.
- Pursuant to TSX policy, on January 6, 2010, the Company was deemed to have issued 872,890 Company warrants to warrant holders of Candente Copper on the basis of one Company warrant for every five warrants in Candente Copper. The 4,364,450 Candente Copper warrants have exercises prices ranging from Cdn\$1.75 to Cdn\$2.00 and expire on June 26, 2010.

---

# CANDENTE GOLD CORP.

Management's Discussion and Analysis  
Quarter and Nine Months Ended December 31, 2009  
(Expressed in U.S. Dollars, Unless Otherwise Noted)

---

- Pursuant to TSX policy, on January 6, 2010, the Company was deemed to have issued 1,638,350 Company options to option holders of Candente Copper on the basis of one Company option for every five options in Candente Copper. The 8,191,750 Candente Copper options have exercise prices ranging from Cdn\$0.42 to Cdn\$1.40 and expiry dates from January 3, 2011 to November 24, 2014.

## CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements in conformity with generally accepted accounting principles in Canada requires management to make judgments with respect to certain estimates and assumptions. These estimates and assumptions, based on management's best judgment, affect the reported amounts of certain assets and liabilities, including disclosure of contingent liabilities. On an ongoing basis, management re-evaluates its estimates and assumptions. Actual amounts, however, could differ significantly from those based on such estimates and assumptions.

Significant areas critical in understanding the judgments that are involved in the preparation of the Financial Statements and the uncertainties inherent within them include the determination of impairment of long-lived assets and stock-based compensation.

### *Impairment of Long-Lived Assets*

CICA Handbook Section 3063: "Impairment of Long-Lived Assets" ("Section 3063") established standards for the recognition, measurement and disclosure of impairment of long-lived assets. Long-lived assets are impaired whenever events or changes in circumstances indicate that the related carrying amounts may not be recoverable in which case an impairment loss is recognized and charged to operations.

The Company's long-lived assets consist of equipment and mineral properties. Equipment is recorded at cost and depreciated on a declining-balance basis at rates from 20% to 30%. Acquisition costs relating to mineral properties are capitalized at cost, less recoveries in the pre-production stage, until such time these properties are put into commercial production, sold or abandoned. Upon commencement of production, capitalized mineral property acquisition costs will be charged to the results of operations over the estimated life of the mine in accordance with the unit-of-production method.

At the end of each accounting period, the Company reviews the carrying value of its long-lived assets based on a number of factors. For capitalized mineral property expenditures, these factors include analysis of exploration results, permitting considerations and current economics. Should the Company determine that an impairment has occurred, the Company would write-down the recorded value of the long-lived asset to the results of operations.

## INTERNAL CONTROLS OVER FINANCIAL REPORTING ("ICFR")

Management is responsible for reporting material weaknesses relating to design of ICFR.

The Company is newly incorporated and in the process of setting up ICFR. Management has concluded that, as of December 31, 2009, the Company's ICFR was not effective due to the existence of material weaknesses, including the requirement to accommodate reduced staff levels and limited operations, the requirement to test effectiveness of ICFR under a design that is appropriate to the Company's size and operations and lack of adequate segregation of duties in the financial close process. As of December 31, 2009, the Company's Chief Financial Officer is responsible for preparing, authorizing and reviewing information that is key to the preparation of financial reports. She is also responsible for preparing and reviewing the resulting financial reports. This weakness has the potential to result in material misstatements in the Company's financial statements and should be considered a material weakness of the Company's system of ICFR.

Management has concluded that, taking into account the present stage of the Company's development, the Company does not have sufficient size and scale to warrant the hiring of additional staff to correct the weakness at this time. Management has also concluded that the Company will need to design ICFR to accommodate the Company's current and expected level of operations; the Company will also need to test the effectiveness of ICFR.

---

# CANDENTE GOLD CORP.

Management's Discussion and Analysis  
Quarter and Nine Months Ended December 31, 2009  
(Expressed in U.S. Dollars, Unless Otherwise Noted)

---

## **INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS") IMPLEMENTATION PLAN**

In February 2008, the Accounting Standards Board ("AcSB") approved a strategic plan which requires public companies to converge with IFRS for fiscal periods beginning on or after January 1, 2011. The Company will therefore be required to have comparative financial information prepared under IFRS as of April 1, 2010.

The Company has initiated its IFRS convergence project and has set the following timing objectives: to be in a position to convert its March 31, 2010 Canadian GAAP Balance Sheet to IFRS on completion of the 2010 external audit, to work both under Canadian GAAP and IFRS in 2010 in order for the Company to disclose to users of its financial statements the quantitative differences arising in 2010 under both frameworks, and to produce IFRS financial statements as of April 1, 2011.

## **OTHER MD&A REQUIREMENTS**

As of February 11, 2010, Candente Gold has outstanding 49,574,325 common shares, 14,518,397 warrants at exercise prices ranging from Cdn\$0.60 to Cdn\$2.00 and 1,634,350 options at exercise prices ranging from Cdn\$0.42 to Cdn\$1.40.

## **CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION**

This Report contains "forward looking statements". These forward looking statements include, but are not limited to, statements regarding the Company's strategic plans, property search and evaluation plans, estimated levels of expenditures, acquisition targets and commitments. Forward-looking statements express, as at the date of this Report, the Company's plans, estimates, forecasts, projections, or beliefs as to future events or results and the Company does not intend, and does not assume any obligation, to update these forward-looking statements. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects", or does not expect", "is expected", "budget", "schedule", "estimates", "intends", "anticipates", or "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken, "occur", or "be achieved". We caution that forward-looking statements involve a number of risks and uncertainties, and there can be no assurance that such statements will prove to be accurate. Therefore, actual results and future events may differ materially from those anticipated in such statements. Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward – looking statements include, but are not limited to the success of the Company's acquisition criteria, the success in completing further financing and closing on any target acquisitions, currency fluctuations, the ability of the Company to conduct its business in Mexico and Peru, risks inherent with the mining industry, unexpected regulatory changes, delays in the completion of critical activities and other risks inherent to the Company's activities and other risks.