CANDENTE GOLD CORP.
CORPORATE GOVERNANCE POLICY

Introduction

The board of directors (the "Board") and senior management of Candente Gold Corp. (the "Company") consider sound corporate governance to be a central component in the effective and efficient operation of the Company. Therefore, the Company has established the following Statement of Corporate Governance Policies (the "Statement"). The Statement describes the basic approach of the Company to corporate governance and is set out below.

Mandate and Responsibilities of the Board of Directors

The mandate of the Board shall be to oversee the management of the business and affairs of the Company. The Board shall have responsibility for the stewardship of the Company and shall assume responsibility for the following matters:

(a) the adoption of a strategic planning process;
(b) the identification of the principal risks to the business of the Company and the implementation of systems to manage such risks;
(c) appointing, training and monitoring senior management and planning for succession of senior management;
(d) establishing a communications policy for the Company;
(e) ensuring the integrity of the Company's internal control and management information systems.

Board Independence from Management

A minimum of two members of the Board should be unrelated directors (as that term is hereinafter defined). If at any time the Board should not be comprised of a majority of unrelated directors, the next director appointed to the board shall be an unrelated director. The Board shall meet on a regular basis, the frequency of which shall be determined by the Board, with management involved only as necessary, to ensure the independence of the Board from management.

Board's Expectations of Management

The Board shall carry out its mandate and responsibilities through directives and delegation of authority to the senior ranking officer of the Company (the "Senior Officer"). The Board shall set out the duties, responsibilities and performance objectives of the Senior Officer with the assistance of the Governance Committee (as defined below). The Board and the Senior Officer shall develop position descriptions for the Board and for the Senior Officer involving the definition of the limits to management's responsibilities. The Board shall expect the Senior Officer and any other officers and executive management to manage all aspects of the Company's business and affairs, to carry out strategic plans that have been approved by the Board, to achieve established objectives and to report regularly on their progress to the Board and its committees.

Composition of the Board

A minimum of two members of the Board should be unrelated directors. An "unrelated director" is a director who is independent of management and is free from any interest and any business or other relationships which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding.

If the Board at any time does not have a minimum of two independent directors, the next director appointed to the Board shall be an unrelated director. The timing of the appointment of directors shall be at the sole discretion of the Board.

If the Company at any time has a significant shareholder, the Board must be comprised of a number of directors who do not have interests in or relationships with either the Company or the significant shareholder and which fairly reflects the investment in the Company by shareholders other than the significant shareholder. A significant shareholder is one who has the ability to exercise a majority of votes for the election of the Board.

The application of the term unrelated director to the circumstances of each individual director shall be the responsibility of the Board, which will be required to disclose whether the Board has a minimum of two independent directors should that be requested.

The Board will from time to time examine its size to ensure that it continues to operate efficiently and effectively and where necessary, undertake to reduce the size of the Board to foster more effective and timely decision-making.

Meetings of the Board of Directors

Each year there shall be at least four meetings of the Board at which the directors shall receive and review in detail, financial statements, operating reports, forecasts, budgets, strategic planning initiatives and reports from the Company's committees. The frequency of meetings and the nature of the agenda items shall change depending upon the state of the Company's affairs and in light of opportunities or issues which the Company must face.

Meetings of the Board may be called by the President or any two officers or directors of the Company.

Committees of the Board

The Board shall establish certain committees to assist it in carrying out its mandate and responsibilities. A description of each committee is set out below.

Audit Committee

The Company shall at all times maintain an audit committee (the "Audit Committee"). The Audit Committee shall be comprised only of non-management directors, a majority of whom shall be independent directors. The mandate of the Audit Committee shall be to ensure that appropriate due diligence is directed towards the control, accountability and reporting functions of the Company, including its quarterly and annual consolidated financial statements. The specific responsibilities of the Audit Committee shall include the following: reviewing and recommending approval of the interim and annual financial statements of the Company; meeting with the Company's auditors; monitoring the operations of the Company in relation to corporate and financial objectives, the annual strategic business plan and the annual operating budget approved by the Board; ensuring that appropriate internal controls and procedures are in place in relating to legal, regulatory, ethical and environmental requirements; reviewing expenditure limits and authorizations; and reviewing overall policies and procedures relating to controlling and safeguarding corporate assets and implementing appropriate disaster recovery procedures. The Audit Committee shall also be responsible for conducting such special studies and reviews as may be required from time to time.

Corporate Governance and Executive Compensation Committee

The Company shall at all times maintain a corporate governance and executive compensation committee (the "Governance Committee") which shall be comprised of a minimum of two independent directors. The mandate of the Governance Committee is to provide a nomination, compensation and governance function for the Board.

The Governance Committee shall be responsible for recruiting new members to the Board and planning for the succession of Board members. It will also have the task of assessing the effectiveness of the Board as a whole, the committees of the Board and the contributions of individual directors along with operating a program of orientation and education for all new recruits to the Board.

In addition, the Governance Committee shall be responsible for assessing the performance and remuneration of the officers and senior managers of the Company, and for reviewing the adequacy and the form of compensation of directors to ensue that the compensation realistically reflects the responsibilities and risk involved in being an effective director.

Finally, the responsibilities of the Governance Committee shall include responding to any changes in the corporate governance guidelines of the Toronto Stock Exchange (the "TSX") or any other applicable exchange; establishing criteria to determine the independence of directors; monitoring the ethics, conflict of interest and privacy guidelines of the Company; and recommending changes to the governance of the Company.

The Governance Committee shall at all times maintain a system which permits a Board member to engage an outside advisor at the expense of the Company in order to better perform their duties. Such an engagement shall only be permitted in appropriate circumstances and with the approval of the Governance Committee.

Shareholder Communication

The Board shall report quarterly and annually to shareholders of the Company in compliance with all applicable statutes, regulations and stock exchange rules and policies to which the Company is subject. The Board shall welcome inquiries from shareholders and shall give them serious consideration.

Amendments to this Statement

This Statement may be amended from time to time by the Board.

CANDENTE GOLD CORP.
EMPLOYEE AND INSIDER TRADING GUIDELINES

Introduction

Under Canadian securities and corporate legislation as well as the policies of the Toronto Stock Exchange (the "TSX") the purchase or sale of securities of a public company by persons who use information which has not been generally disclosed to the public may result in such persons, as well as Candente Gold Corp. (the "Company"), incurring substantial liability. The purpose of the following guidelines is to ensure that the Company avoids any activity (or the appearance of any activity) based on an improper use of confidential information.

The guidelines apply to:

(a) insiders of the Company (defined below);
(b) employees of the Company or any of its subsidiaries ("Employees"),
(c) other persons in a special relationship with the Company (as defined in Schedule A), and
(d) an associate of any person described in (a), (b) or (c) (see Schedule A for definition of associate), and
(e) persons who receive material information from any person described in (a), (b), (c) or (d).

Insiders of the Company include the following persons ("Insiders"):

(a) officers and directors of the Company,
(b) officers and directors of a person that is itself an Insider or subsidiary of the Company; and
(c) persons that have direct or indirect beneficial ownership of, and/or control or direction over, more than 10% of the voting securities of the Company.

This policy shall be provided to all Insiders, Employees and persons in a special relationship with the Company and such persons shall be reminded of the provisions of this policy on a regular basis. This policy shall be updated on a regular basis and such updates shall be brought to the attention of all Insiders, Employees and persons in a special relationship with the Company.

General Guidelines

The policy contains five general guidelines:

1. An Insider or an Employee or a person in a special relationship with the Company should not trade in securities of the Company at any time if he or she is in possession of material information about the Company that has not been generally disclosed to the public. Generally speaking, "material information" means information that:

(a) is in relation to the affairs, business, operations, assets or ownership of the Company; and
(b) would reasonably be expected to have a material effect on the market price or value of the Company's securities.

2. Information provided to non-Insider Employees should be limited to non-material information whenever possible.

3. The President and/or CEO shall determine what information is material and when and how such information shall be disclosed to the public. When the President and/or CEO is not available, the Chairman shall determine what information is material and when and how such information shall be disclosed. At all times the President and/or CEO may be assisted by the senior management of the Company in determining what constitutes material information.

4. The number of Employees with access to material information must be limited to as few as possible. Those Employees who are granted access to material information or come across material information must not divulge such material information to any person other than as approved by the President and/or CEO and senior management of the Company.

5. The consequences of the violation of this policy, which will in most cases also constitute a violation of applicable securities laws, may include termination of employment with the Company and further civil and criminal penalties.

Specific Rules

A. Insiders, Employees and Persons in a Special Relationship with the Company

1. No trading by Insiders, Employees or persons in a special relationship with the Company who have access to material information that has not been generally disclosed to the public should take place in securities of the Company for five trading days prior to and two trading days following the release of the Company's annual and interim financial statements (the "Closed Period").

2. If an Insider or an Employee or a person in a special relationship with the Company has a pressing need to sell any securities of the Company during the Closed Periods, the proposed transaction should first be approved in writing by the Chairman, the CEO or the President of the Company.

3. If an Insider or an Employee or a person in a special relationship with the Company knows that the Company is about to make a news release of material information, at any time, that person should not trade in the Company's securities from the time of acquiring such knowledge of the release until the information has been fully disclosed to the public and a reasonable period of time has passed (24 hours) for the information to be disseminated to the public. Since the Company is not a large issuer and is not followed closely by analysts and institutional investors, it may take several trading days for the information contained in the news release to be disseminated to the public.

4. No Insider nor Employee nor any person in a special relationship with the Company may inform another person of any material information about the Company before the material information has been generally disclosed to the public.

5. No Insider or Employee or any person in a special relationship with the Company may at any time sell short the securities of the Company or buy and sell put or call options on the securities of the Company.

6. In order to avoid possible inadvertent conflict with these guidelines, standing sell orders or standing purchase orders should not be left with a broker.

7. When an Insider or an Employee or a person in a special relationship with the Company desires to trade in the securities of the Company, he or she must respect the blackout periods. In addition he or she must advise the Chairman, CEO or President when he or she desires to sell so that in the event several Insiders have chosen to sell at the same time, a coordinated effort can be made to minimize the impact on the Company's share price. The Chairman, CEO or President will notify Insiders, Employees and persons in a special relationship with the Company of blackout periods.

8. All Insiders, Employees and persons in a special relationship with the Company must report details of their trading in the securities of the Company to the President and/or CEO of the Company, who shall be responsible for reviewing to ensure that such persons have complied with all Company policy and disclosure rules.

B. Non-Insider Employees

1. Financial information provided to non-Insider Employees should be restricted to operational statements related to the Employees business unit. A non-Insider Employee should not have access to operating statements from other business units nor should the Employee have access to corporate financial results.

2. If other business unit or corporate financial information is required to be communicated to a non-Insider Employee the President and/or CEO should discuss prior to disclosure of such information.

3. A non-Insider Employee who comes into possession of Company information which he or she believes to be confidential and material should immediately contact the President directly.

C. Determination of what constitutes Material Information

1. The President and/or CEO of the Company together with senior management shall determine what information is material and therefore must be disclosed to the public. If any Employee is unsure as to whether information in their possession is material, they should ask the President and/or CEO for clarification.

2. The Company is not required to interpret the impact of external political, economic and social developments on its affairs, unless those developments have a direct impact on its business and affairs and is uncharacteristic of the effect generally experienced by other companies engaged in the same business or industry.

3. Announcements of an intention to proceed with a transaction or activity shall not be made until a decision has been made to proceed with such action by the board of directors of the Company or by senior management with the expectation of the board of directors of the Company or by senior management with the expectation of the concurrence of the board of directors. Updates on any proposed transaction should be announced at least every thirty days following the announcement of the transaction unless a different period of time has been specified for the updates. Prompt disclosure is also required whenever there is a material change to the proposed transaction or to the previously disclosed information.

4. The following is a (non-exhaustive) list of developments which will likely, although not absolutely always, require prompt disclosure:

(a) Changes in share ownership that may affect control of the Company.
(b) Changes in corporate structure, such as reorganizations, amalgamations, etc.
(c) Take-over bids or issuer bids.
(d) Major corporate acquisitions or dispositions.
(e) Changes in capital structure.
(f) Borrowing of a significant amount of funds.
(g) Public or private sale of additional securities.
(h) Development of new products and developments affecting the Company's resources, technology, products or market.
(i) Entering into or loss of material contracts.
(j) Firm evidence of material increases or decreases in near-term earnings prospects.
(k) Changes in capital investment plans or corporate objectives.
(l) Material changes in management.
(m) Material litigation.
(n) Major labour disputes or disputes with major contractors or suppliers.
(o) Events of default under financing or other agreements.
(p) Any other developments relating to the business and affairs of the Company that would reasonably be expected to materially affect the market price or value of any of the Company's securities or that would reasonably be expected to have a material influence on a reasonable investor's investment decisions.

Forecasts of earnings and other financial forecasts need not be disclosed, but where a significant increase or decrease in earnings is indicated in the near future, such as in the next fiscal quarter, this fact must be disclosed. Forecasts should not be provided on a selective basis to certain investors not involved in the management of the affairs of the Company. If disclosed, they should be generally disclosed via news release.

This list is not exhaustive, other events and other developments may be considered to be material information as well.

5. The President and/or CEO of the Company together with senior management shall determine when and how the material information is to be disclosed. If the President and/or CEO is unavailable, the responsibility for determining what constitutes material information shall fall to the Chairman.

6. In order to assist the President and/or CEO in their duties regarding the disclosure of material information, the Company shall maintain a file containing all relevant public information about the Company. This file shall include news releases, brokerage research reports and debriefing notes following analyst contacts. The President and/or CEO shall have access to this file at all times.

7. Except in exceptional circumstances, no representative of the Company shall comment on material corporate developments other than the President and/or CEO.

8. Material information must be released immediately, except in unusual circumstances. If material information is to be released during trading hours the Company must notify Market Regulation Services Inc., the company which the TSX has retained as its agent to monitor the continuous disclosure of its issuers, prior to the issuance of a news release. Market Regulation Services Inc. may then determine whether or not trading in the Company's securities should be halted.

9. Whether during trading hours or not, Market Regulation Services Inc. must be provided with a copy of a news release for its review and approval must be received prior to release by the Company when disclosing the following:

(a) a reverse take-over, change of business or other reorganization of the Company;
(b) a major transaction involving the Company, including corporate acquisitions or dispositions;
(c) a change of control of the Company; and
(c) the announcement of future oriented financial information or other operating projections.

Market Regulation Services Inc. must be provided with a copy of all news releases issued by the Company after they are released.

10. A news release must be transmitted to the media by the quickest possible method and which provides the widest possible dissemination. Any news services used by the Company to disseminate material information must meet the following criteria:

(a) it must disseminate the full text of the release to the national financial press and to daily newspapers that provide regular coverage of financial news;
(b) it must disseminate to all members of the TSX;
(c) it must disseminate to all relevant regulatory bodies.

11. The President and/or CEO and senior management shall also determine the content of any news release issued by the Company. Contents of announcements of material information shall be factual and balanced, neither over-emphasizing favourable news or under-emphasizing unfavourable news. Unfavourable news must be disclosed just as promptly and completely as favourable news. News releases should contain sufficient detail to enable media personnel and investors to appreciate the true substance and importance of the information so that investors may make informed investment decisions.

D. Maintaining Confidentiality of Information

1. The number of people with access to confidential information must be as few as possible. Confidential information must not be disclosed to any person other than in the necessary course of business. If information must be disclosed in the course of business, all persons to whom the confidential information has been disclosed must be made aware of the fact that the information is to be kept confidential. Confidential documents should be kept locked up whenever possible. Code names may be used in certain instances to describe very sensitive project of the Company. Confidential documents must not be accessible through technology such as shared servers.

2. Any Employees who are privy to confidential information must not discuss such information with outside persons or other Employees, save those Employees who are specifically permitted to have access to confidential information by the President and/or CEO, Chairman and senior management of the Company. Employees who overhear confidential information or learn confidential information in any other accidental way must not divulge this information to any other persons.

E. Consequences of Violation of this Policy

1. Any violation of this policy may result in immediate termination of employment with the Company.

2. In addition to possible termination of employment by the Company, an Employee who violates this policy may face criminal and civil penalties.

SCHEDULE A

"Associate", where used to indicate a relationship with any person or company, means,

(a) any partner, other than a limited partner, of that person or company,
(b) any trust or estate in which such person or company has a substantial beneficial interest or for which such person or company serves as trustee or in a similar capacity,
(c) any company of which such person or company beneficially owns or controls, directly or indirectly, voting securities carrying more than 10 per cent of the voting rights attached to all outstanding voting securities of the Company,
(d) any relative of that person, including the spouse of such person or a relative of such person's spouse, if the relative has the same home as that person.

"Spouse" means a person who:

(a) is married to another person, and is not living separate and apart, within the meaning of the *Divorce Act* (Canada), from the other person, or
(b) is living and cohabiting with another person in a marriage-like relationship, including a marriage-like relationship between persons of the same gender.

"Person in a special relationship with the Company" means a person who is:

(a) an insider, affiliate or associate of
    (i) the Company,
    (ii) a person that is proposing to make a take over bid for securities of the Company, or
    (ii) a person that is proposing to become a party to a reorganization, amalgamation, merger, arrangement or similar business combination with the Company, or to acquire a substantial portion of the property of the Company,
(b) is engaging in or is proposing to engage in any business or professional activity with or on behalf of the Company or with a person described in paragraph (a)(ii) or (iii),
(c) is a director, officer or employee of the Company or a person described in paragraph (a)(ii) or (iii) or (b),
(d) knows of material information with respect to the Company, having acquired the knowledge while in a relationship described in paragraph (a), (b) or (c) with the Company, or
(e) knows of material information with respect to the Company, having acquired the knowledge from another person at a time when
    (i) that other person was in a relationship with the Company, whether under this paragraph (e) or any of paragraphs (a) to (d), and
    (ii) the person that acquired knowledge of the material information from that other person knew or reasonably ought to have known of the special relationship referred to in paragraph (e)(i).

CANDENTE GOLD CORP.
PRE-APPROVAL OF ACCOUNTING SERVICES
PROVIDED BY AUDITOR POLICY

BACKGROUND

On January 1st, 2004, the Canadian Institute of Chartered Accountants revised Rules of Professional Conduct on auditor independence become effective. As they relate to public companies, these new rules are very similar to the revised independence rules of the Securities and Exchange Commission ("SEC") that became effective on May 6, 2003. They include prohibitions or restrictions on services that may be provided by auditors to their audit clients and require that all services provided to a listed entity audit client, including its subsidiaries, be pre-approved by the client's audit committee.

In addition, under Canadian Securities Administrators ("CSA") rules, a public company's Audit Committee will be responsible for pre-approving all non-audit services to be provided to the company or its subsidiaries by the company's external auditors or the external auditors of the company's subsidiaries.

Under both the Institute and CSA rules pro-approval of services by the Audit Committee may be accomplished either by specific approval of each engagement or by adopting pre-approval policies and procedures. The CSA rules require public companies to disclose in their Annual Information Form a description of the policies and procedures their Audit Committee has established to pre-approve non-audit services. The CSA rules also require public disclosure of fees paid to the external auditors under the captions Audit Fees, Audit-Related Fees, Tax Fees, and All Other Fees. The four categories of service, as defined in the CSA rules are:

AUDIT SERVICES

Include services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements.

Audit Related Services

Include services by an external auditor that are reasonably related to the performance of the audit of the issuer's financial statements and are not reported as Audit Statements.

Tax Services

Include professional services rendered by an external auditor for tax compliance, tax advice, and tax planning.

All Other Services

Include products and services provided by the external auditor not included in the previous three categories.

POLICY REQUIREMENTS

The Audit Committee will consider the pre-approval of permitted services to be performed by the external auditor in each of the broad categories illustrated in the following list:

LIST OF SERVICES PROVIDED BY AUDIT COMPANY (the "List"):

- Audit Services
- Audit Related Services
- Tax Services
- Compliance Services
- Canadian & US Tax Planning Services
- Commodity Tax Services
- Executive Tax Services
- Other Services
- Valuation Services
- Information Technology Advisory and Risk Management Services
- Forensic and Related Services
- Corporate Recovery Services
- Transaction Services
- Corporate Finance Services
- Project Risk Management Services
- Operational Advisory and Risk Management Services
- Regulatory and Compliance Services

The rules also identify the following ten types of non-audit services that are deemed inconsistent with an auditor's independence ("Prohibited Services")

1. Bookkeeping or other services related to the audit client's accounting records or financial statements.
2. Financial information systems design and implementation.
3. Appraisal or valuation services for financial reporting purposes.
4. Actuarial services for items recorded in the financial statements.
5. Internal audit outsourcing services.
6. Management functions.
7. Human resources.
8. Certain corporate finance and other services.
9. Legal services.
10. Certain expert services unrelated to the audit.

The rules provide further details as to the specific nature of services within these categories that are prohibited.

POLICY STATEMENT

Candente Gold Corp. (the "Company") and its subsidiaries will not engage Auditor to carry out any Prohibited Service as defined in the CICA's Rules of Professional Conduct.

For permitted services the following pre-approval policies will apply:

A. Audit Services

The Audit Committee will pre-approve all Audit Services provided by the auditor through their recommendation that the auditor be approved as shareholders' auditors at the Company's annual meeting and through the Audit Committee's review of the auditor's annual audit plan.

B. Pre-Approval of Audit Related, Tax and Other Non-Audit Services

Periodically (e.g. annually), the Audit Committee will review the List and pre-approve the approved services that are recurring or otherwise reasonably expected to be provided in the following period.

The Audit Committee will be subsequently informed annually of the services for which the auditor has been actually engaged.

Any additional requests for pre-approval will be addressed on a case-by-case specific engagement basis as described in (C) below.

C. Approval of Additional Services

The Company employee making the request will submit the request for service to the Chief Financial Officer. The request for service should include a description of the service, the estimated fee, a statement that the service is not a Prohibited Service and the reason the auditor is being engaged.

Services where the aggregate fees are estimated to be <u>less than or equal to $10,000.</u>

Recommendations in respect of each engagement will be submitted by the Chief Financial Officer to the Chairman of the Audit Committee (the "Chair") for consideration and approval. The full Audit Committee will subsequently be informed of the service at its next meeting. The engagement may commence upon approval of the Chair of the Audit Committee.

Services where the aggregate fees are estimated to be <u>greater than $10,000.</u>

Recommendations, in respect of each engagement will be submitted by the Chief Financial Officer to the full Audit Committee for consideration and approval generally at its next meeting or at a special meeting called for the purpose of approving such services. The engagement may commence upon approval of the full Committee.

June 28, 2010