



CANDENTE
GOLD CORP

**Interim Condensed Consolidated Financial Statements
(unaudited)**

**As at and for the three months period ended June 30, 2015 and 2014
(Expressed in United States dollars, unless otherwise noted)**

NOTICE

The accompanying unaudited interim condensed consolidated financial statements of Candente Gold Corp. (the "Company") have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Candente Gold Corp.
Interim Condensed Consolidated Statements of Financial Position

At June 30, 2015 and March 31, 2015 (unaudited)

(expressed in United States dollars unless otherwise noted)

	Notes	June 30, 2015	March 31, 2015
Assets			
Current assets			
Cash and cash equivalents	\$	38,918	\$ 194,760
Trade and other receivables		44,966	42,696
Prepaid expenses and deposits		43,359	28,775
Total current assets		127,243	266,231
Non-current assets			
Unproven mineral right interests	4	8,376,338	9,554,088
Equipment		29,688	35,378
Total non-current assets		8,406,026	9,589,466
Total assets	\$	8,533,269	\$ 9,855,697
Liabilities			
Current liabilities			
Trade payables and accrued liabilities	\$	1,045,299	\$ 1,049,785
Total liabilities		1,045,299	1,049,785
Equity			
Share capital	5	23,804,489	23,804,489
Reserves		5,613,549	5,580,359
Accumulated deficit		(21,930,068)	(20,578,936)
Total equity		7,487,970	8,805,912
Total liabilities and equity	\$	8,533,269	\$ 9,855,697

General information and going concern 1

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

Approved on behalf of the Board of Directors:

(signed) Andres Milla
Director

(signed) Larry Kornze
Director

Candente Gold Corp.
Interim Condensed Consolidated Statements of Loss and
Comprehensive Loss

For the three months ended June 30, 2015 and 2014 (unaudited)

(expressed in United States dollars unless otherwise noted)

	Notes	Three months ended	
		June 30, 2015	June 30, 2014
Expenses			
Exploration expenses	7	\$ 48,740	\$ 158,724
General and administrative expenses	7	80,674	146,641
		129,414	\$ 305,365
Other (income) expenses			
Impairment of unproven mineral right interests - Peru	4	1,185,000	167,000
Loss (gain) on foreign exchange		36,718	(281)
Interest and other expense (income)		-	778
Net loss		(1,351,132)	(472,862)
Other comprehensive loss			
Items that may be reclassified subsequently to net loss			
Cumulative translation adjustment		25,161	(8,721)
Comprehensive loss		\$ (1,325,971)	\$ (481,583)
Loss per share attributable to shareholders			
Basic and diluted		\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding: basic and diluted		96,206,923	77,140,260

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 months ended June 30, 2015 and 2014 (unaudited)
(expresses 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 April 1, 2015	96,206,923	23,804,489	5,702,991	52,047	(174,679)	5,580,359	(20,578,936)	8,805,912	
Share-based payment	-	-	8,029	-	-	8,029	-	8,029	
Net loss	-	-	-	-	-	-	(1,351,132)	(1,351,132)	
Cumulative translation adjustment	-	-	-	-	25,161	25,161	-	25,161	
Balance as at June 30, 2015	96,206,923	23,804,489	5,711,020	52,047	(149,518)	5,613,549	(21,930,068)	7,487,970	

	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 April 1, 2014	77,140,260	23,356,166	5,613,865	52,047	(277,986)	5,387,926	(19,337,640)	9,406,452	
Share-based payment	-	-	17,937	-	-	17,937	-	17,937	
Net loss	-	-	-	-	-	-	(472,862)	(472,862)	
Cumulative translation adjustment	-	-	-	-	(8,721)	(8,721)	-	(8,721)	
Balance as at June 30, 2014	77,140,260	23,356,166	5,631,802	52,047	(286,707)	5,397,142	(19,810,502)	8,942,806	

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

Candente Gold Corp.
Interim Condensed Consolidated Statements of Cash Flows
For the three months ended June 30, 2015 and 2014 (unaudited)
(expresses in United States dollars unless otherwise noted)

	Notes	Three months ended	
		June 30, 2015	June 30, 2014
Cash provided by (used in):			
Operating			
Loss for the period		\$ (1,351,132)	\$ (472,862)
Items not affecting cash:			
Depreciation		8,454	4,622
Share-based payment	5	8,029	17,937
Loss on foreign exchange		36,718	-
Impairment of unproven mineral rights interest		1,185,000	167,000
Changes in non-cash working capital items:			
Decrease (increase) in amounts receivable		(2,270)	16,429
Decrease (increase) in prepaid expenses and deposits		(14,584)	11,460
Increase (decrease) in accounts payable and accrued liabilities		(4,487)	60,249
Cash used in operating activities		(134,272)	(195,165)
Investing			
Value added taxes paid		-	(4,149)
Addition to unproven mineral right interests	4	(3,000)	(12,900)
Cash used in investing activities		(3,000)	(17,049)
Net change in cash and cash equivalents		(143,272)	(212,214)
Effect of exchange rate changes on cash		(12,570)	(8,721)
Cash and cash equivalents at beginning of period		194,760	329,617
Cash and cash equivalents at end of period		\$ 38,918	\$ 108,682

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

Candente Gold Corp.

Notes to the Interim Condensed Consolidated Financial Statements For the three months ended June 30, 2015 and 2014 (unaudited)

(expressed in United States dollars unless otherwise noted)

1. General information and going concern

Candente Gold Corp. and its subsidiaries (the "Company" or "Candente Gold") are engaged in the exploration of mineral property 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 June 30, 2015 are as follows:

Subsidiary	Interest	Functional Currency
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 August 14, 2015.

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 Candente Gold to obtain the necessary financing to complete their exploration and development and to resolve any environmental, regulatory, or other constraints.

Uncertainty also exists with respect to the recoverability of the carrying value of certain mineral right interests. The ability of the Company to realize on its investment in resource properties is contingent upon resolution of the uncertainties and confirmation of the Company's title to the mineral right interests.

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 three months ended June 30, 2015, the Company incurred a loss of approximately \$1.47 million, current liabilities exceed current assets by \$0.9 million at June 30, 2015 and as at June 30, 2015, the Company had cumulative losses since inception of \$21.9 million. The Company does not generate cash flows from operations and accordingly, Candente Gold will need to raise additional funds through the issuance of securities, resource secured debt or joint venture projects. Although, Candente Gold has been successful in raising funds in the past there can be no assurance Candente Gold will be able to raise sufficient funds in the future, in which case the Company may be unable to meet its obligations as they come 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 its assets may be materially less than the amounts on the statement of financial position.

Candente Gold Corp.

Notes to the Interim Condensed Consolidated Financial Statements For the three months ended June 30, 2015 and 2014 (unaudited)

(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, 2015, which have been prepared in accordance with IFRS issued by the IASB.

3. Summary of significant accounting policies

These interim condensed consolidated financial statements have been prepared using the same accounting policies and methods of computation as the annual consolidated financial statements of the Company for the year ended March 31, 2015. The disclosure contained in these condensed consolidated interim financial statements does not include all the requirements in IAS 1 *Presentation of Financial Statements* (“IAS 1”). Accordingly these interim condensed consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements for the year ended March 31, 2015.

The accounting policies below have been applied consistently to all periods presented in these interim condensed consolidated financial statements.

4. Unproven mineral right interests

As of June 30, 2015 and March 31, 2015, the Company’s capitalized unproven mineral right interest costs are as follows:

	Balance at April 1, 2015	Acquisition costs and additions	Recovery of acquisition costs	Impairment of unproven mineral rights interests	Balance at June 30, 2015
Mexico Properties					
El Oro - Hardrock	\$ 8,009,752	\$ -	\$ -	\$ -	\$ 8,009,752
El Oro mine tailings	82,840	9,000	-	-	91,840
Peruvian Properties	1,389,489	-	-	(1,185,000)	204,489
Value-added tax	72,007	(1,750)	-	-	70,257
Closing balance	\$ 9,554,088	\$ 7,250	\$ -	\$ (1,185,000)	\$ 8,376,338

	Balance at April 1, 2014	Acquisition costs and additions	Recovery of acquisition costs	Impairment of unproven mineral rights interests	Balance at March 31, 2015
Mexico Properties					
El Oro - Hardrock	\$ 8,009,752	\$ -	\$ -	\$ -	\$ 8,009,752
El Oro mine tailings	46,840	36,000	-	-	82,840
Peruvian properties	1,557,000	39,357	(39,868)	(167,000)	1,389,489
Value-added tax	75,165	(3,158)	-	-	72,007
Closing balance	\$ 9,688,757	\$ 72,199	\$ (39,868)	\$ (167,000)	\$ 9,554,088

Candente Gold Corp.

Notes to the Interim Condensed Consolidated Financial Statements For the three months ended June 30, 2015 and 2014 (unaudited)

(expressed in United States dollars unless otherwise noted)

4. Unproven mineral right interests (continued)

There may be material uncertainties associated with the Company's title and ownership of its unproven mineral right interests. Ordinarily the Company does not own the land upon which an interest is located, and title may be subject to unregistered prior agreements or transfers or other undetected defects.

El Oro

For the period ended June 30, 2015, the Company incurred no acquisition expenditures related to the El Oro property. Included in unproven mineral right interests is an accrual for taxes owing on the Company's concession on El Oro of approximately \$109,000.

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 thereafter.

Peruvian properties

During the period ended June 30, 2015, the Company allowed certain claims to lapse and thus, recorded a write-down of \$1,185,000. As at June 30, 2015, the Company has maintained in good standing a portion of the Tres Marias, Lunahuana and Las Sorpresas properties. All of these properties are early to mid-stage gold and gold-silver exploration projects in Peru.

The Company has entered into an agreement with Inversiones Troy SAC ("Troy") for the right to acquire 100% of the Tres Marias property subject to an NSR of 1% as well as option payments totaling \$500,000. The payments are to be made to Candente Gold 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.

5. Capital and equity reserve

a. Shares authorized

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

b. Common share issues

Shares issued and outstanding

	Total amount of common shares issued	Total value of common shares issued
Balance as of March 31, 2014	77,140,260	\$ 23,356,166
Financing, net of issue costs (i),	19,066,663	448,323
Balance as of March 31, 2015 and June 30, 2015	99,206,923	\$ 23,804,489

- (i) On February 20, 2015, the Company completed a non-brokered private placement issuing a total of 19,066,663 common shares (4,489,044 issued to directors of the Company) at a price of CDN\$0.03 per common share for total gross proceeds of \$457,048 (CDN\$ 572,000). Finders' fees totaling \$5,234 (CDN\$ 6,552) and share issue costs of \$298 (CDN\$ 373) were paid along with the issuance of 218,400 finders' warrants exercisable at CDN\$0.06 until February 5, 2017. These warrants were valued at \$3,193 using the Black-Scholes model (see Note 5(d)).

Candente Gold Corp.

Notes to the Interim Condensed Consolidated Financial Statements For the three months ended June 30, 2015 and 2014 (unaudited)

(expressed in United States dollars unless otherwise noted)

5. Capital and equity reserve (continued)

c. Share options

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

The changes in stock options were as follows:

	Number of Options	Weighted Average Exercise Price (Cdn\$)
Options outstanding, March 31, 2014	4,836,500	\$0.45
Options granted	3,080,000	\$0.15
Options forfeited	(185,000)	\$0.27
Options expired	(2,436,500)	\$0.60
Options outstanding, March 31, 2015 and June 30, 2015	5,295,000	\$0.18

As at June 30, 2015, 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	
November 2, 2010	\$0.80	100,000	\$0.80	100,000	November 2, 2015
May 25, 2011	\$0.65	130,000	\$0.65	130,000	May 25, 2016
December 5, 2012	\$0.25	250,000	\$0.25	250,000	December 5, 2017
February 15, 2013	\$0.25	1,435,000	\$0.25	1,435,000	February 15, 2018
March 26, 2013	\$0.25	50,000	\$0.25	50,000	March 26, 2018
January 21, 2014	\$0.25	250,000	\$0.25	250,000	January 21, 2019
August 27, 2014	\$0.10	2,980,000	\$0.10	745,000	August 27, 2019
September 10, 2014	\$0.10	100,000	\$0.10	25,000	September 10, 2019
Weighted average	\$0.18	5,295,000	\$0.25	2,985,000	

Candente Gold Corp.

Notes to the Interim Condensed Consolidated Financial Statements

For the three months ended June 30, 2015 and 2014 (unaudited)

(expressed in United States dollars unless otherwise noted)

5. Capital and equity reserve (continued)

The Company used the Black-Scholes option-pricing model under the following weighted average assumptions and recorded total stock based compensation for the three months period ended June 30, 2015 and 2014 of \$8,029 and \$17,937 respectively:

	Three months ended June 30, 2015	Three months ended June 30, 2014
Dividend yield	0.00 %	0.00 %
Risk-free interest rate	1.52 – 1.62%	1.79 %
Volatility range	98.00 %	95.06 %
Expected life	4.16	3.85
Forfeiture rate	2.50 %	0.85 %

d. Warrants

	Number of Warrants	Weighted Average Exercise Price (Cdn\$)
Warrants outstanding, March 31, 2014	629,000	\$0.07
Granted (Note 5(b)(i))	218,400	0.06
Warrants outstanding, March 31, 2015 and June 30, 2015	847,400	\$0.07

The Company used the Black-Scholes option-pricing model under the following weighted average assumptions and recorded total finders' warrants share issue costs for the years ended March 31, 2015 and 2014 of \$3,193 and \$25,327 respectively:

	2015	2014
Dividend yield	0%	0%
Risk-free interest rate	0.43%	1.13%
Volatility range	106%	109%
Expected life	2 years	2 years
Forfeiture rate	0.00%	0.00%

6. Related party disclosures

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

- Ridley Rocks Inc. – President, CEO, management and exploration fees
- SW Project Management – Vice president, project management and exploration fees
- Michael Thicke Geological Consulting Inc. – Exploration fees for member group of companies
- CJ Dong Consulting Inc. – CFO and management fees starting November 29, 2013 and ending March 19, 2015
- Candente Copper Corp. – shared administrative expenses with a Company related by directors and management in common

Candente Gold Corp.

Notes to the Interim Condensed Consolidated Financial Statements

For the three months ended June 30, 2015 and 2014 (unaudited)

(expressed in United States dollars unless otherwise noted)

6. Related party disclosures (continued)

The Company incurred the following fees and expenses in the normal course of operations in connection with companies owned by key management and directors. Expenses have been measured at the exchange amount that is determined on a cost recovery basis.

Three months ended		
	June 30, 2015	June 30, 2014
Salaries and management and exploration fees	\$ 32,040	\$ 15,500
Share-based payment	5,530	14,944
	\$ 37,570	\$ 30,444

- Share-based payments are the fair value of options expensed to directors and key management personnel during the three months ended June 30, 2015.
- The Company does not remunerate the directors of the Company unless its market capitalization is greater than \$75 million. During the three month period ended June 30, 2015, the Company paid \$nil in directors fees (2014 - \$nil).

Amounts due to related parties are unsecured, non-interest bearing and due on demand. Accounts payable at June 30, 2015 included approximately \$227,000 due to related parties (March 31, 2015 – \$215,000) and \$593,000 (March 31, 2015 - \$595,000) due to Candente Copper Corp., a shareholder of the Company.

7. Expenses

Included in general and administrative expenses are the following:

Three months ended		
	June 30, 2015	June 30, 2014
General and administrative expenses		
Management fees, office salaries and benefits	\$ 15,631	\$ 36,401
Share-based payment	8,029	17,937
Office, rent and miscellaneous	12,089	37,413
Consulting	14,519	2,752
Shareholder communications	2,218	5,069
Regulatory and filing fees	15,206	15,739
Legal	4,528	3,368
Travel and accommodations	-	340
Audit and tax advisory fees	-	23,000
Depreciation	8,454	4,622
Total general and administration expenses	\$ 80,674	\$ 146,641

Candente Gold Corp.

Notes to the Interim Condensed Consolidated Financial Statements

For the three months ended June 30, 2015 and 2014 (unaudited)

(expressed in United States dollars unless otherwise noted)

7. Expenses (continued)

Included in exploration expenses are the following:

	Three months ended	
	June 30, 2015	June 30, 2014
Exploration expenses		
Community relations and sustainability	\$ 78	\$ 6,785
Drilling	-	154
Exploration	29,309	127,754
Project administration	19,353	24,031
Total exploration expenses	\$ 48,740	\$ 158,724

8. Segmented information

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

	June 30, 2015			
	Canada	Peru	Mexico	Total
Unproven mineral right interests	\$ -	\$ 274,746	\$ 8,101,592	\$ 8,376,338
Equipment	-	3,316	26,372	29,688
	\$ -	\$ 278,062	\$ 8,127,964	\$ 8,406,026

	March 31, 2015			
	Canada	Peru	Mexico	Total
Unproven mineral right interests	\$ -	\$ 1,461,496	\$ 8,092,592	\$ 9,554,088
Equipment	-	1,739	33,639	35,378
	\$ -	\$ 1,463,235	\$ 8,126,231	\$ 9,589,466