

Interim Condensed Consolidated Financial Statements As at and for the three and six months ended September 30, 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.

Interim Condensed Consolidated Statements of Financial Position

At September 30, 2016 and March 31, 2016 (expressed in United States dollars unless otherwise noted)

		5	September 30,	March 31,
	Notes		2016	2016
Assets				
Current assets				
Cash and cash equivalents		\$	265,557 \$	9,561
Trade and other receivables			7,029	1,920
Prepaid expenses and deposits			12,664	16,624
			285,250	28,105
Non-current assets				
Unproven mineral right interests	3		8,396,352	8,443,769
Equipment			6,696	6,768
Total non-current assets			8,403,048	8,450,537
Total assets		\$	8,688,298 \$	8,478,642
Liabilities				
Current liabilities				
Trade payables and accrued liabilities	4,6	\$	973,127 \$	1,258,717
			973,127	1,258,717
Equity				
Share capital	5		24,174,327	23,804,489
Reserves	5		5,600,205	5,607,069
Accumulated deficit			(22,059,361)	(22,191,633)
Total equity			7,715,171	7,219,925
Total liabilities and equity		\$	8,688,298 \$	8,478,642

General information and going concern

1

Approved on behalf of the Board of Directors on November 29, 2016

(signed) Andres Milla

(signed) Paul Barry

Director **Director**

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

Interim Condensed Consolidated Statements of Comprehensive Loss For the three and six months ended September 30, 2016 and 2015 (expressed in United States dollars unless otherwise noted)

		Three months ended September 30,					Six months Septemb		
	Notes		2016		2015		2016		2015
Expenses									
Exploration expenses	8	\$	(3,443)	\$	55,963	\$	(14,354)	\$	104,703
General and administrative expenses	8		54,015		83,785		235,075		164,459
			50,572		139,748		220,721		269,162
Other expenses									
Gain on forgiveness payable	6		(23,845)		-		(195,363)		-
Impairment of unproven mineral right interest - Peru			-		-		-		1,185,000
Loss on foreign exchange			(159,003)		(45,935)		(157,630)		(9,217)
Net gain (loss) before other items		\$	132,276	\$	(93,813)	\$	132,272	\$(1,444,945)
Other comprehensive loss									
Cumulative translation adjustment			(150,927)		(16,835)		(139,797)		8,326
Comprehensive income (loss)		\$	(18,651)	\$	(110,648)	\$	(7,525)	\$(1,436,619)
Loss per share attributable to shareholders									
Basic and diluted		\$	0.00	\$	0.00	\$	(0.00)	\$	(0.02)
Weighted average number of common shares outstanding: basic and diluted		10	01,641,706	7	7,140,290		98,939,163	7	7,140,260

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 and six months ended September 30, 2016 and 2015 (expressed in United States dollars unless otherwise noted)

	Share	Capital		Reserves								
	Total common shares	Share capital	e con	uity settled mployee npensation d warrants	Othe	r reserve	Fo	reign currency reserve	T	otal reserves	Deficit	Total
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	-	-		133,203		-		-		133,203	-	133,203
Net gain	-	-		-		-		-		-	132,272	132,272
Cumulative translation adjustment	-	-		-		-		(140,067)		(140,067)	-	(140,067)
Balance as at September 30, 2016	106,206,923	24,174,327		5,857,309		52,046		(309,150)		5,600,205	(22,059,361)	7,715,171

	Share	Capital	 Reserves									
	Total common shares	Share capital	quity settled emplo yee pensation and warrants	Other reserve		Foreign currency reserve		Total reserves		Deficit	Total	
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	-	-	14,316	-		-		14,316		-	14,316	
Net loss	-	-	-	-		-		-		(1,444,945)	(1,444,945)	
Cumulative translation adjustment	-		 -	-		8,326		8,326		-	8,326	
Balance as at September 30, 2015	77,140,260	23,804,489	5,717,307	52,047		(166,353)		5,603,001		(22,023,881)	7,383,609	

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 six months ended September 30, 2016 and 2015 (expressed in United States dollars unless otherwise noted)

		Six month ended September 30,					
	Notes	2016		2015			
Cash provided by (used in):							
Gain (loss) for the period		\$ 132,272	\$	(1,444,945)			
Items not affecting cash:							
Depreciation		5,080		15,478			
Share-based payment	5	133,203		14,316			
Gain on forgiveness of debt		(195,363)		-			
Impairment of unproven mineral right interests	3	-		1,185,000			
Loss (gain) on exchnage		-		-			
Changes in non-cash working capital items:							
Decrease (increase) in amounts receivable		(5,109)		(14,314)			
Decrease in prepaid expenses and deposits		3,960		4,195			
Decrease in accounts payable and accrued liabilities		(62,688)		40,970			
Net cash used operating activities		11,355		(199,300)			
Investing							
Value added tax recovered		34,404		-			
Addition to unproven mineral rights interests	3	(14,527)		(18,000)			
Recovery of acquision costs		-		-			
Net cash provided by (used) in investing activities		19,877		(18,000)			
Financing							
Private placement, net of share issuance costs		369,838		-			
Receipt of loan payable		-		26,413			
Net cash provided by financing activities		369,838		26,413			
No. of the control of		404 070		(400.007)			
Net change in cash and cash equivalents		401,070		(190,887)			
Effect of exchange rate changes on cash		(145,074)		513			
Cash and cash equivalents at beginning of period		 9,561		194,760			
Cash and cash equivalents at end of period		\$ 265,557	\$	4,386			

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

For the three and six months ended September 30, 2016 and 2015

(Expressed in United States dollars unless otherwise noted)

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 September 30, 2016 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 November 29th, 2016.

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 six months ended September 30, 2016, the Company incurred a gain of approximately \$132.272, current liabilities exceed current assets by \$0.69 million at September 30, 2016. As at September 30, 2016, the Company had cumulative losses since inception of \$22.06 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.

For the three and six months ended September 30, 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 September 30, 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 minera rights interests	I	Balance at September 30, 2016		
Mexico Properties								
El Oro - Hardrock	\$	8,009,752	\$	(33,313)	\$	-	\$	7,976,439
El Oro mine tailings		118,840		20,300		-		139,140
Peruvian Properties		204,489		-		-		204,489
Value-added tax		110,688		(34,404)		-		76,284
Closing balance	\$	8,443,769	\$	(47,417)	\$	-	\$	8,396,352

	Balance at April 1, 2015		Acquisition costs and additions	unpro	airment of ven mineral s interests	Balance at March 31, 2016		
Mexico Properties								
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	
Closing balance	\$	9,592,677	\$ 36,092	\$	(1,185,000)	\$	8,443,769	

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

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.

For the three and six months ended September 30, 2016 and 2015

(Expressed in United States dollars unless otherwise noted)

4. Trade payables and accrued liabilities

	Septemb	September 30, 2016			
Trade payables Accrued liabilities	\$	872,664 100,463	\$	1,167,255 91,462	
	\$	973,127	\$	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 six months ended September 30, 2016, 205,000 incentive stock options expired unexercised.

For the three and six months ended September 30, 2016 and 2015

(Expressed in United States dollars unless otherwise noted)

5. Capital and equity reserve (continued)

Changes in stock options were as follows:

	Number of Options	Weighted Average Exercise Price (CDN\$)
Options outstanding, March 31, 2015	5,295,000	\$0.13
Options expired	(800,000)	\$0.25
Options outstanding, March 31, 2016	4,495,000	\$0.17
Options granted	5,250,000	\$0.05
Options expired	(205,000)	\$0.49
Options outstanding, September 30, 2016	9,540,000	\$0.10

As at September 30, 2016, the following options were exercisable and outstanding:

	Outstanding Exercisable		Exercisable		
Grant date	Exercise price (CDN\$)	Number of options	Exercise price (CDN\$)	Number of options	Expiry date
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 six months ended September 30, 2016 and 2015 of \$133,203 and \$14,316 respectively:

	Six months ended	Year ended
	September 30, 2016	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%

Interim Condensed Consolidated Financial Statements

For the three and six months ended September 30, 2016 and 2015

(Expressed in United States dollars unless otherwise noted)

5. Capital and equity reserve (continued)

d. Warrants

	Number of Warrants	Weighted Average Exercise Price (CDN\$)
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, September 30, 2016	5,218,400	\$0.05

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 six months ended September 30, 2016 and September 30, 2015 was based on the gain attributed to common shareholders of \$132,272 (Loss 2015 - \$1,444,945) and the weighted average number of common shares outstanding of 98,939,163 (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.

Interim Condensed Consolidated Financial Statements

For the three and six months ended September 30, 2016 and 2015

(Expressed in United States dollars unless otherwise noted)

		Six months	ended	
	September	r 30, 2016	September	30, 2015
Salaries and management and exploration fees (Note 10)	\$	29,886	\$	62,643
Share-based payment (Note 10)		125,609		9,885
	\$	155,495	\$	72,528

Share-based payments are the fair value of options expensed to directors and key management personnel during the six months ended September 30, 2016.

Company does not remunerate directors of the Company unless market capitalization is greater than \$75 million. During the six months ended September 30, 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 September 30, 2016 included approximately \$133,585 (March 31, 2016 - \$308,510) owing to directors and officers and \$579,464 (March 31, 2016 - \$580,902) owing to Candente Copper Corp., a shareholder of the Company. During the six month period ended September 30, 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.

							Septem	ber 30, 2016
	Canada			Peru		Mexico		Total
Unproven mineral right interests	\$	_	\$	317,477 \$		8,078,875	\$	8,396,352
Equipment		- 1,560			5,136		6,696	
	\$	-	\$	319,037	\$	8,084,011	\$	8,403,048
							Ma	arch 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
	\$	-	\$	316,809	\$	8,133,728	\$	8,450,537

For the three and six months ended September 30, 2016 and 2015

(Expressed in United States dollars unless otherwise noted)

8. Expenses

	Three months period ended September 30,				Six months period ended September 30,			
	2016 2015			2016		2015		
GENERAL AND ADMINISTRATIVE								
Audit and tax advisory fees	\$	4,709	\$	19,705	\$	8,080	\$	19,705
Bank charges and interest		56		553		186		553
Consulting		-		8,931		-		23,450
Depreciation		2,105		7,024		5,080		15,478
Legal		9,676		(140)		16,423		4,388
Management fees, office salaries and benefits		3,619		15,426		33,789		31,057
Office, rent and miscellaneous		2,862		13,781		2,862		25,870
Regulatory and filing fees		1,159		11,929		2,251		27,135
Share-based payment		203		6,287		133,203		14,316
Shareholder communications		29,626		289		33,201		2,507
Total general and administrative expenses	\$	54,015		83,785	\$ \$	235,075	\$	164,459

		Three months period ended September 30,			Six months period ended September 30,			
	2016 2015				2016	2015		
EXPLORATION								
Community engagement and initiatives	\$	-	1,305	\$	-	\$	1,383	
Exploration		(22)	29,864		360		59,173	
Project administration		5,579	24,794		17,286		44,147	
Cost recoveries		(9,000)	-		(32,000)		-	
Total exploration expenses	\$	(3,443)	55,963	\$	(14,354)	\$	104,703	

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.

For the three and six months ended September 30, 2016 and 2015

(Expressed in United States dollars unless otherwise noted)

9. Financial risk and capital management (continued)

Maturity analysis of financial instruments

Financial		rrying				
liabilities	am	nount	2016	2017	2018	2019
Trade payables and accrued						
liabilities	\$	973,127	\$ 973,127	\$ - \$	- \$	-

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, September 30, 2016 and March 31, 2016 is as follows:

		As at	As at
	Septe	ember 30, 2016	March 31, 2016
Total working capital deficiency	\$	(687,877)	\$ (1,230,612)
Total equity		7,715,171	7,219,925
Total capital	\$	7,027,294	\$ 5,989,313

For the three and six months ended September 30, 2016 and 2015

(Expressed in United States dollars unless otherwise noted)

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).

	ļ	Level 1	L	_evel 2	Level 3	Total
Assets						
Cash	\$	265.557	\$		\$ -	\$ 265,557
Total	\$	265,557	\$		\$ 	\$ 265,557

There were no transfers between levels during the period.