The following Management's Discussion and Analysis ("MD&A") focuses on significant factors that affected Candente Gold Corp. ("Candente Gold") and its subsidiaries (collectively the "Company") during the relevant reporting period and to the date of this report. This MD&A contains a review and analysis of financial results for the year ended March 31, 2015 and identifies business risks the Company faces and comments on financial resources required for development of the business.

This MD&A supplements, but does not form part of the consolidated financial statements of the Company and notes thereto for the year ended March 31, 2015 and 2014, and consequently should be read in conjunction with the afore-mentioned consolidated financial statements which are presented in accordance with International Financial Reporting Standards ("IFRS"). Information in this MD&A is current as of June 26, 2015.

All amounts, unless specifically identified as otherwise, both in the Company's consolidated financial statements and this MD&A are expressed in US dollars.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain "forward-looking information" which may include, but is not limited to, statements with respect to future events or future performance, management's expectations regarding the Company's growth, results of operations, estimated future revenues, requirements for additional capital, production costs and revenue, future demand for and prices of gold and precious metals, business prospects and opportunities. In addition, statements relating to mineral estimates or mineralized material of recoverable gold and precious metals are forward-looking information, as they involve implied assessment, based on certain estimates and assumptions, that the gold and precious metals can be profitably produced in the future. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates", or "believes", or variations (including negative or grammatical variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might", or "will" be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause actual results or performance to materially differ from future results or performance expressed or implied by forward-looking information. Such factors include, among others, general business, economic, competitive, political and social uncertainties; development and/or exploration activities and accuracy of probability simulations prepared to predict prospective mineral resources; changes in project parameters as plans continue to be refined; political instability or insurrection or war; labor force availability and turnover; delays in obtaining governmental approvals and permits or in completion of development or construction activities or in commencement of operations; as well as, factors discussed in the section entitled "Risks Factors" in this MD&A. These factors should be considered carefully and readers of this MD&A should not place undue reliance on forward-looking information.

Although forward-looking information contained in this MD&A is based upon what management believes to be reasonable assumptions, there can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Such forward-looking information is made as of the date of this MD&A and, other than as required by applicable securities laws, Candente Gold assumes no obligation to update or revise such forward-looking information to reflect new events or circumstances.

USE OF NON-GAAP MEASURES

In this document, Candente Gold refers to terms that do not have any standardized meaning prescribed by International Financial Reporting Standards ("IFRS"). Usage of these terms may vary from usage adapted by other companies and cannot be reconciled to comparable terms in the issuer's, consolidated financial statements for the year ended March 31, 2015 and 2014.

In this document and in the Company's consolidated financial statements, unless otherwise noted, all financial data is prepared in accordance with IFRS.

BUSINESS OVERVIEW AND STRATEGY

The Company is principally engaged in the exploration and development of mineral properties in Mexico and Peru. The Company is in the exploration stage as its properties have not yet reached commercial production and none of its properties is beyond the preliminary exploration stage. All work presently planned by the Company is directed at defining mineralization and increasing understanding of the characteristics of, and economics of, that mineralization. The Company's principal asset is the El Oro gold-silver property located in the states of Mexico and Michoacan, Mexico (the "El Oro Property" or the "Property"). As of the date of this MD&A, the Company holds a 70% interest in the El Oro Property and 100% of rights to explore and reprocess tailings deposits that are located within the Municipality of Hidalgo, State of Mexico. The Company has commenced evaluation activities on the gold and silver tailings deposit generated from the historical operations of the Mexico mine.

On February 20, 2015 the Company closed a non-brokered private placement (the "Private Placement") such that total proceeds of CDN$572,000 were raised and 19,066,663 shares were issued at a price of CDN$0.03 per Share. The Private Placement was oversubscribed however TSX rules did not permit the additional subscriptions. Joanne C. Freeze, President and CEO of Candente Gold, Paul H. Barry, Chairman of the Board and Dr. Kenneth G. Thomas, an independent director, subscribed for and were issued 2,000,000, 2,089,043 and 400,001 Shares respectively. Net proceeds of the Private Placement will be used for funding evaluations of the Company's El Oro project, including metallurgical test work, and for general corporate purposes.

On February 24, 2015, the Company signed a Letter of Intent ("LOI") for an agreement pertaining to the Mexico Mine Tailings Reprocessing Operation ("MMTRO") planned at El Oro, Mexico. The LOI was between Candente Gold and Minera Arcu S.A. de C.V ("Minera Arcu"), which has extensive experience and technical expertise in developing and operating tailings reprocessing projects in Mexico. In addition to its expertise, Minera Arcu agreed to invest capital required in respect of the acquisition and installation of equipment related to both testing and operating of the mineral concentration and recovery processes for the Tailings. During the testing period Candente Gold was to receive all revenues from gold and silver sales. Had test work been successful, Candente Gold would have then evaluated installation of a full size plant. Candente Gold reserved exclusive right to decide to proceed or not with the Minera Arcu process, or to proceed with an alternate method of reprocessing the Mexico Mine Tailings ("Tailings") if such alternate method, in the sole determination of the Company, is/was considered technically superior and/or projected to provide better financial returns to Candente Gold.

In May 2015, the Company decided not to pursue the processing agreement with Arcu, for gravity recovery of gold and silver from the Tailings. Pilot plant testwork in recovering gold and silver was variable and not considered viable for further pilot plant work and large scale development in Management's view. The Company also commenced leach extraction testwork at McClelland Laboratories, Inc. in Sparks, Nevada for the Tailings. This testwork program will evaluate the potential for leach extraction of gold and silver from representative samples collected from the Tailings during the 2014 Auger Sampling program. A key aspect of this leach testwork program is that the Tailings will be subjected to additional grinding prior to leaching. Testwork completed in the late 1980's indicated that additional grinding of the tails may significantly improve precious metal recoveries by cyanide leaching. This testwork will also include additional metallurgical and mineralogical characterization of the Tailings, which will assist in optimizing recovery strategy. Cyanide leach extraction technology is one of the most commonly applied technologies globally for gold and silver extraction and recovery.

In addition, the Company has received Expressions of Interest from groups to finance and/or enter into a joint venture for the MMRTO. The Company is pursuing these interests simultaneously with the leach testwork program.

NEW CHIEF FINANCIAL OFFICER AND CHAIRMAN OF THE BOARD

In March 2015, the Company appointed Paul H. Barry as Chairman of the Board of Directors of the Company. His tremendous experience in global operations, strategy and capital raising has been instrumental in advancement of the Tailings project at El Oro, Mexico this year. Paul's appointment as Chairman strengthens the Board of Directors and ensures that the Company has leadership necessary to enhance shareholder confidence and ensure that all parties are aligned towards achieving cash flow from the Tailings. Mr. Barry has brought a strong focus on shareholder value creation throughout his business career. He worked at Duke Energy Corporation (NYSE: DUK), the largest electric utility in the U.S., and was President of Duke Energy Americas, and Chief Development Officer. Mr. Barry has over thirty years of management experience and has served in senior executive roles for several of the world's largest mining and energy companies. Previously, Mr. Barry served as Executive Vice President and Chief Financial Officer of Kinross Gold Corporation (TSX: K) where he oversaw $16.5 billion of assets, raised $5 billion in new debt financing, and advised the Board regarding capital spending across four global regions. In addition, Mr. Barry has served at Duke Energy, BP/Amoco, and General Electric. Currently, Mr. Barry is Chief Executive Officer of Public Infrastructure Partners LLC (PIP), an operating platform and principal investor in the energy and mining sectors with offices in Toronto, New York, Houston, and Charlotte. PIP originates, advises, and invests in both public and private companies, and co-ventures with select private equity funds, hedge funds and merchant banks.

Also in March, the Company appointed Faisel Hussein as Executive Vice President and Acting Chief Financial Officer of the Company. Mr. Hussein brings extensive finance and strategic experience and has successfully completed many billions of dollars in global capital markets execution including mine project financings, M&A execution, and capital raising. Mr. Hussein has over fifteen years of finance and operations experience. Since 2010, he has been a Principal at Public Infrastructure Partners LLC (PIP), an operating platform and principal investor in the mining and energy sectors with offices in Toronto, New York, Houston, and Charlotte. From 2006 to 2010, Mr. Hussein was an investment banker with RBC Capital Markets where he co-founded the Los Angeles investment banking office, expanded the firm's global footprint, and executed cross-border M&A and capital markets transactions. Prior to 2006, Mr. Hussein advised international governments regarding privatizations, large-scale utility operations restructurings, and bi-lateral donor agency investments. Mr. Hussein began his career as an investment banker in the NYC offices of Salomon Brothers.

CONDITIONAL APPROVAL FROM THE TSX VENTURE EXCHNAGE

On June 24, 2015, the Company received conditional approval from the TSX Venture Exchange ("TSX-V") to list its commons shares on the TSX-V. Listing is subject to compliance with certain TSX-V requirements and with the receipt of final approval from the TSX-V. The Company's listing on the TSX-V will be coordinated with the delisting from the TSX such that there should be no interruption of trading of the Company's common shares.

PROJECT SUMMARY & OPERATIONAL OUTLOOK

The forward-looking information contained in this section is subject to the risk factors and assumptions contained in the section "Forward-Looking Statements" included with this MD&A. These factors are described under the heading "Risk Factors" and are Non-GAAP measures.

Mexico

El Oro Property

The El Oro Property is located in one of the most significant high grade gold-silver districts in Mexico, approximately 110 km west-northwest of Mexico City in the states of Mexico and Michoacán, and within the El Oro and Tlalpujahua mining districts. The district hosts 57 known veins of which at least 20 veins have past production of precious metals. Majority of historic gold and silver production came from two principal veins, the Veta San Rafael and the Veta Verde with historic production to date of over 8 million ounces of gold equivalent. Historic mining grades were in the range of 19 to 80 grams per tonne ("g/t") gold and between 240-800 g/t silver. Company personnel have identified the existence of 143 drill holes, 115 historic shafts and 44 adits on the El Oro Property. The Company currently holds a 70% working interest in the El Oro Property.

Since 2006, the Company has completed a comprehensive exploration program that has resulted in discovery of additional gold and silver mineralization well below the historical workings of the San Rafael Vein over a strike length of approximately 3.5 kilometers.

On July 27, 2012, the optionor Goldcorp S.A. de C.V. ("GoldCorp Mexico") and Desarrollos Mineros San Luis, S.A. de C.V. ("Desarrollos") confirmed that the Company had met all obligations for the exercise of the second option (pursuant to the Company's letter dated May 1, 2012) under the Letter Agreement dated May 5, 2006 as amended pursuant to the agreement dated February 2, 2009 and December 31, 2009. By way of this letter, GoldCorp Mexico and Desarrollos elected not to proceed with the Back-In Option on the historic part of the property, but did elect to maintain their 30% undivided right, title and working interest in the entire El Oro Property.

On June 12, 2013, the Company entered into an agreement with the municipality of El Oro that provides the Company with access and processing rights to the tailing deposits from the historic El Oro mines which contain elevated levels of both gold and silver and which management believes may have the potential to be recovered economically. The tailings deposits are within the town site of El Oro, are easily accessible and are immediately adjacent to existing road access, as well as power and water services.

The agreement provides for contributions to the municipality of US$25,000 upon signing and monthly contributions of US$3,000 starting 30 days after signing. Contributions are to be used to fund Social projects for citizens of El Oro. If Candente Gold decides to enter into the processing and the reclamation phase (Phase II), then an 8% Net Profits Interest ("NPI") will be paid to the municipality during the period of operation. If during any months of processing, there is no NPI due then a monthly contribution of US$3,000 will be made. Please also refer to news release dated June 13, 2013.

The MMTRO has been the main focus of the Company's exploration and evaluation efforts since signing the June 12, 2013 agreement. In early 2014, the Company received a preliminary level study from an independent consulting engineering firm indicating that the reprocessing and reclamation of the historic tailings offers potential for a positive financial return. The study recommended that additional technical and financial assessment be performed to further develop the project (see Candente Gold News Release 034 dated April 15, 2014). Subsequent to receipt of the preliminary independent study the Company carried out a verification sampling program which was successful in validating a significant portion of the historic assay results. Results from the 2014 verification sampling program were then combined with historical results and used by an Independent consultant to develop an Inferred Mineral Resource Estimate which was completed on July 8, 2014.

The inferred resource showed an increase of approximately 40% on gold content and 30% on silver content from historic assessments (see Candente Gold News Release dated July 10, 2014). This increase is mainly related to the increased volume of tailings as a result of an updated survey of the Tailings area.

A Technical Report, compliant with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") documenting the updated Mineral Resource Estimate was filed on SEDAR on August 25, 2014.

In 2015, the Company plans to continue evaluation work, especially metallurgical test work to ascertain gold and silver recoveries and potential economic viability of a Tailing reclamation and reprocessing operation.

Peru

During the 2015 fiscal year, after evaluating exploration results for certain of the Company's mineral claims in Peru, and taking into account the Company's exploration priorities, the Company allowed certain claims to lapse in Peru which resulted in an impairment of $167,000.

CONSOLIDATED OPERATING HIGHLIGHTS FOR THE YEARS ENDED MARCH 31, 2015 AND 2014

Operating Highlights	**2015**	2014	**Change**
Mexico			
Community Engagement and Initiatives	**$ 12,676**	$ 21,405	**$ (8,729)**
Drilling	**146**	367	**(221)**
Engineering studies	**-**	12,336	**(12,336)**
Exploration: Data Compilation, Mapping, Geological Evaluations	**477,563**	527,978	**(50,415)**
Project administration	**88,550**	147,318	**(58,768)**
Peru			
Exploration: Data Compilation, Mapping, Geological Evaluations	**25,350**	28,513	**(3,163)**
Project administration	**13,328**	23,528	**(10,200)**
Total	**$ 617,613**	$ 761,445	**$(143,832)**

Year Ended March 31, 2015 versus 2014

Below is a comparison of exploration costs incurred above for the year ended March 31, 2015 with the year ended March 31, 2014:

- The Company's community engagement and initiatives costs consist of onsite programs involving the local community around El Oro. Decrease of $8,729 from the year ended March 31, 2014 is the result of the Company's budget cutting measures.
- Engineering studies were conducted with respect to a preliminary level study on the El Oro historic tailings in 2014.
- Exploration costs include costs of all geologic personnel and consultants in Mexico, Peru and Canada, mapping and 3-D modeling. Exploration costs as of March 31, 2015 have decreased by $53,578 from the same period in 2014 with more work concentrated on the El Oro tailings deposits.

- Costs included in project administration are salaries for administrative staff on site at El Oro and costs of maintaining base camp operations at El Oro. These costs have decreased from the same period in 2014 as a result of the Company's budget cutting measures.

CONSOLIDATED OPERATING HIGHLIGHTS FOR THE THREE MONTHS ENDED MARCH 31, 2015

Operating Highlights	2015	2014	Change
Community Engagement and Initiatives	**$ 6,061**	$ 4,218	**$ 1,843**
Drilling	**-**	329	**(329)**
Engineering studies	**-**	12,336	**(12,336)**
Exploration and project administration	**240,293**	170,890	**69,403**
Total	**$ 246,354**	$ 187,773	**$ 58,581**

Three Months Ended March 31, 2015 versus 2014

Below is a comparison of exploration costs incurred above for the three months ended March 31, 2015 with the same period ended March 31, 2014:

- Community engagement and initiatives costs increased slightly from the same period in 2014 for onsite programs involving the local community around El Oro.

- Engineering studies were conducted in 2014 with respect to a preliminary level study on the El Oro historic tailings.

- Exploration and project administration costs as of the three month period ended March 31, 2015 have increased by $69,403from the same period in 2014, due to the Company's accruing for prior unrecognized services provided by management.

CONSOLIDATED FINANCIAL HIGHLIGHTS

Consolidated Financial Performance and Financial Position for the Year ended March 31, 2015

For a summary of selected annual information for each of the three most recently completed financial years and quarterly consolidated financial results for each of the most recently completed year ending March 31, 2015, please refer to Appendix A.

	Consolidated Statements of Financial Position					
	March 31, 2015		March 31,2014		**Change**	
Cash and cash equivalents	**$**	**194,760**	$	329,617	**$**	**(134,857)**
Unproven mineral rights interest	**$**	**9,554,088**	$	9,688,757	**$**	**(134,669)**
Total Assets	**$**	**9,855,697**	$	10,195,641	**$**	**(339,944)**
Share Capital	**$**	**23,804,489**	$	23,356,166	**$**	**448,323**
	March 31 2015		March 31,2014			**Change**
Net loss	**$**	**(1,241,296)**	$	(4,812,653)	**$**	**3,571,357**
Loss per share	**$**	**(0.02)**	$	(0.07)	**$**	**0.05**
General and administrative expenses						
Management fees, office salaries and benefits	**$**	**71,067**	$	148,833	**$**	**(77,766)**
Office, rent and miscellaneous	**$**	**119,552**	$	106,582	**$**	**12,970**
Share-based payment	**$**	**85,933**	$	233,289	**$**	**(147,356)**
Legal	**$**	**52,602**	$	52,889	**$**	**(287)**
Travel and accommodations	**$**	**2,760**	$	2,509	**$**	**251**
Audit and tax advisory fees	**$**	**29,572**	$	38,660	**$**	**(9,088)**

Year Ended March 31, 2015

Total cash and cash equivalents as of March 31, 2015 decreased from March 31, 2014 by $134,857 as a result of the Company's exploration expenditures in the amount of $617,613 (explained in the prior section of this MD&A), cash paid for general and administration expenses of $464,730 (explained below) and unproven mineral right interest cash expenditures of $75,357 during the year ended March 31, 2015. These cash outflows were partially offset against net proceeds received from a private placement of $451,516 and recovery of acquisition costs of $39,868.

Total assets decreased from the same period in 2014 from $10,195,641 to $9,855,697, a decrease of $339,944. The decrease was the result of a decrease of the Company's current assets of $189,560 which included a decrease in cash and cash equivalents of $134,857 (explained above), and impairment recorded of $167,000 for some Peruvian properties.

Net loss and loss per share decreased from the same period in 2014 by $3,571,357, as a result of the larger impairment of unproven mineral right interests in Peru in 2014.

Below is an explanation of the variances of amounts included in total general and administrative expenses for the year ended March 31, 2015:

- Management fees, office salaries and benefits are personnel costs incurred at the Company's offices in Vancouver and Peru. These costs decreased by $77,766 from the same period in 2014, as a result of a decrease of personnel in Mexico and Peru.
- Office, rent and miscellaneous had a slight increase of $12,970 from 2014. Despite cost savings measures implemented, the Company's rent increased slightly due to a change in its office sharing arrangement. Effective February 1, 2015, the Company moved premises and has been able to significantly curtail rent costs.
- Share-based payment expense for the period ended March 31, 2015 was $85,933. This was a decrease from the same period in 2014 of $147,356. The decrease was the result of having less share options vesting during the year ended March 31, 2015.
- All other general and administrative costs have decreased or been maintained at the lowest possible levels.

LIQUIDITY AND CAPITAL RESOURCES

The following table summarizes the Company's cash flow activities for the year ended March 31, 2015 and 2014:

	For the Year Ended March 31,					
Cash Flow	**2015**		2014		Change	
Used in Operating Activities	**$**	**(556,267)**	**$**	(837,794)	**$**	**(281,527)**
Used in Investing Activities	**$**	**(32,331)**	**$**	(107,216)	**$**	**(74,885)**
Provided from Financing Activities	**$**	**451,516**	**$**	670,224	**$**	**(218,708)**

OPERATING ACTIVITIES

2015 versus 2014

Cash flows used in operating activities decreased from the same period in 2014 by $281,527. The decrease was mainly the result of a decrease in total general and administration and exploration expenses (explained above).

INVESTING ACTIVITIES

2015 versus 2014

Cash used for investing activities decreased from the same period in 2014 by $74,855. The decrease was the result of lower acquisition costs on the Peruvian properties as the Company held less claims in 2015 than 2014.

FINANCING ACTIVITIES

2015 versus 2014

Cash provided by financing activities decreased from the same period 2014 by $218,708 as a result of the amount of proceeds received from a private placement completed during the year ended March 31, 2015 was lower than 2014.

CAPITAL RESOURCES AND LIQUIDITY OUTLOOK

The Company's capital resources include existing cash and cash equivalents and trade and other receivables. At the current date, the Company's capital resources include cash of approximately $40,000 and receivables of $40,000. The Company anticipates that during the remaining fiscal 2016 it will use all of its available capital resources to pay trade payables and accrued liabilities and commitments related to ongoing exploration activities in Mexico and Peru. The Company anticipates that it will need to raise additional capital during fiscal 2016 to continue project development in Mexico and Peru.

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 years ended March 31, 2015 and March 31, 2014, the Company incurred losses of approximately $1.2 million and $4.8 million respectively, current liabilities exceed current assets by $0.8 million at March 31, 2015 and as at March 31, 2015, the Company had cumulative losses since inception of $20.4 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.

SHARE CAPITAL

As of June 26, 2015, the Company had 96,206,923 common shares outstanding.

As of June 26 2015, the Company had 847,400 warrants outstanding and 5,295,000 outstanding share options with a weighted average exercise price of CDN$0.18. Exercise prices for outstanding share options range from CDN$0.10 to CDN$0.59. As of June 26, 2015, 2,985,000 share options are exercisable.

COMMITMENTS AND CONTINGENCIES

The Company has no material or significant commitments or contingencies.

RELATED PARTY TRANSACTIONS

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
- Phoenix One Consulting Inc. – CFO and management fees starting June 20, 2012 and ending November 29, 2013
- 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

The Company incurred the following fees and expenses in the normal course of operations for key management personnel for the years ended March 31, 2015 and 2014. Expenses have been measured at the exchange amount that is determined on a cost recovery basis.

		March 31, 2015		March 31, 2014
Salaries and fees	**$**	**242,471**	$	63,163
Share-based payment		**54,644**		155,768
	$	**297,115**	$	218,931

- Share-based payments are the fair value of options expensed to directors and key management personnel during the year.
- The Company does not remunerate directors of the Company unless its market capitalization is greater than $75 million. During the 2015 and 2014 years, the Company did not pay any directors fees.

Amounts due to related parties are unsecured, non-interest bearing and due on demand. Accounts payable at March 31, 2015 included approximately $215,000 due to related parties (2014 – $1,000) and an amount of approximately $595,000 (2014 - $570,000) was due to Candente Copper Corp., a Company with common officers and directors at March 31, 2015.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company's significant accounting policies are summarized in Note 3 of its consolidated financial statements for the year ended March 31, 2015. Preparation of consolidated financial statements in accordance with IFRS requires management to select accounting policies and make estimates and judgments that may have a significant impact on the consolidated financial statements. The Company regularly reviews its estimates; however, actual amounts could differ from estimates used and, accordingly, materially affect results of operations.

(a) Critical accounting estimates

i. Valuation of share-based payments and warrants

When options and warrants are issued, the Company calculates estimated fair value using a Black-Scholes valuation model, which may not reflect actual fair value on exercise. The Company uses historical Company stock prices and estimated dividend yield rates to arrive at inputs are used in the valuation model to calculate the fair value of options or warrants.

(b) Critical accounting judgments

i. Going concern

Management assesses the Company's ability to continue as a going concern in relation to its ability to raise funds.

ii. Unproven mineral right interests

Unproven mineral rights interests, include the cost of acquiring licenses. Technical feasibility and commercial viability of extracting a mineral resource is considered to be determinable when proven reserves are determined to exist, rights of tenure are current, and considered probable that costs will be recouped through successful development and exploitation of the area or alternatively by sale of the property. Management is required to exercise significant judgment regarding timing of determination of the technical and economic feasibility of the mineral resource. The Company considers both external and internal sources of information in assessing whether there are any indicators that unproven mineral right interests are impaired. Management determined an impairment charge during the year of $167,000 pertaining to acquisition costs associated with Peruvian mineral claims, which were abandoned during the year. Based on the Company having no intention of abandoning the properties, assessment of the Company's market capitalization and assessment of the fair value based on in-situ mineral content and other fair value less costs to sell measures, Management has determined that there are no additional impairment charges at March 31, 2015.

ii. Functional currency

The functional currency of the Company and its subsidiaries is the currency of the primary economic environment in which the entity operates. Determination of functional currency may involve certain judgments to determine the primary economic environment in which the entity operates and the Company reconsiders its functional currency and that of its subsidiaries if there is a change in events and conditions, which determined the primary economic environment.

FINANCIAL RISK AND CAPITAL MANAGEMENT

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

a. Liquidity risk

Liquidity risk is the 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. The Company's management continually reviews the liquidity position including cash flow forecasts to determine the forecast liquidity position and maintain appropriate liquidity levels. The Company plans to seek additional financing and continued support from current vendors in order to make payments of trade payables and commitments.

Maturity Analysis of Financial Instruments

Financial Liabilities	**Carrying Amount ($'s)**	**2015**	**2016**	**2017**	**2018**
Trade payables and accrued liabilities	$1,049,785	$1,049,785	**$ -**	**$ -**	**$ -**

b. Currency risk

Currency risk is the risk that arises on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Company operates internationally and is exposed to risks from foreign currency rates. Although the functional currency of the Company's primary subsidiaries is the United States dollars, some subsidiaries transactions are denominated in Nuevo Soles and Mexican Pesos. The Company does not enter into any foreign exchange contracts to mitigate this risk.

c. Capital management

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

The 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 the future capital management requirements.

In preparing budgets and corporate forecasting models, the Company considers operating commitments imposed by its subsidiaries and stability of the global capital markets. As of the year ended March 31, 2015, the Company is managing existing working capital to ensure that it will be able to meet current commitments, however the Company does anticipate a need to raise additional capital during fiscal 2016, to continue project development in Mexico and Peru.

d. Fair value hierarchy

The 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 the degree to which the fair value is observable:

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

	Level 1	Level 2	Level 3	Total
Assets				
Cash and cash equivalents	**$ 194,760**	**$ -**	**$ -**	**$ 194,760**

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

CONTROL MATTERS

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management as is appropriate to permit timely decisions regarding public disclosure.

Management is reasonably confident that material information relating to the Company, including its consolidated subsidiaries, is being made known to senior management in a timely manner, and that the Company's disclosure controls and procedures are effective not only with respect to the Company's annual filing requirements but on an ongoing basis.

INTERNAL CONTROLS OVER FINANCIAL REPORTING ("ICFR")

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Company's internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that accurately and fairly reflect additions to and dispositions of assets of the Company; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS and the Company's receipts and expenditures are made only in accordance with authorization of management and the Company's directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the annual or interim financial statements.

Any system of internal controls over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

An evaluation of the design effectiveness of the Company's internal controls over financial reporting was conducted as of March 31, 2015 by the Company's management. Based on this evaluation, the Company's CEO and CFO have concluded that the design, disclosure controls, procedures and the effectiveness of the Company's internal controls over financial reporting was and is effective.

There were no changes in the Company's internal control over financial reporting during the period from April 1, 2014 to March 31, 2015 that have materially affected, or are reasonably likely to affect, the Company's internal control over financial reporting.

RISK FACTORS

The Company is subject to a number of significant risks due to the nature and the current stage of its business and the effect of worldwide economic conditions. Exploration of mineral properties involves a high degree of technical, financial and social risk. While discovery of a mineral deposit may result in substantial rewards, few exploration properties are ultimately developed into producing mines. Major expenditures may be required to establish resources and reserves by drilling, constructing mining and process facilities, developing metallurgical processes and extracting base and precious-metals from ore. It is impossible to ensure that the current exploration programs of the Company will result in profitable commercial mining operations.

Risk factors that should be taken into account in assessing the Company's activities and any investment in the Company include, but are not limited to, those listed below. Any one or more of these risk factors could have a material impact on the financial condition of the Company. This information, by its nature, is not all-inclusive and risk factors that have not been listed could have a material impact on the future financial condition of the Company.

Economic conditions may prevent the Company from obtaining the capital required to continue operations

The Company's ability to continue operations is contingent on its ability to obtain additional financing. Equity market conditions, funding environments and the price of the Company's common shares may make it dilutive and difficult to raise funds through sale of the Company's shares. An investment in the shares of a junior resource company is considered to be a high-risk investment. While the Company currently has cash and equivalent resources to fund operations and exploration work at its properties for a period of time, there is no assurance that financing will be available to the Company in the future.

History of Losses

The Company has incurred a net loss in 2015 of $1.2 million and is expected to continue to generate losses while it continues to be an exploration-stage company. The Company anticipates significant expenditures for its mineral exploration programs. Since most exploration projects do not result in discovery of commercially productive mineral reserves and are ultimately expensed in full, the Company expects to report net losses into the foreseeable future.

Long-term profitability of the Company's operations will be in part directly related to success of its exploration programs, which are affected by numerous factors including cost of such programs, amount of mineral resources or reserves discovered, and fluctuations in price of any minerals produced.

Dilution

The Company does not generate any revenues from production and may not have sufficient financial resources to undertake by itself all of its planned exploration, feasibility and development programs. The Company has limited financial resources and has financed operations primarily through sale of securities such as common shares. The Company will need to continue reliance on the sale of such securities for future financing, resulting in potential dilution to the Company's existing shareholders. The amount of additional funds required will depend largely on the success of the Company's exploration programs and extent of future development activities.

Further exploration programs will depend on the Company's ability to obtain additional financing which may not be available under favorable terms, if at all. If adequate financing is not available, the Company may not be able to commence or continue with exploration and development programs or to meet minimum expenditure requirements to prevent the full or partial loss of mineral properties. Also, failure to meet the Company's share of costs incurred under joint venture arrangements to which it is a party may result in a reduction of its interests in mineral properties. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the cost required to complete the recommended programs.

No Known Mineral Reserves

All of the Company's mineral properties are in the exploration stage and are without known mineral reserves. Although the Company may discover mineral reserves through its exploration programs, commercial production may not be warranted due to insufficient quantities. Development of any of the Company's properties will only follow upon obtaining satisfactory exploration results. However, few mineral properties that are explored are ultimately developed into producing mines.

In the event a commercially productive mineral reserve is discovered, substantial expenditures are required to develop mineral reserves for production, development of metallurgical processes for extraction and to develop the mining and processing facilities and infrastructure at the production site. Marketability of any minerals discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately predicted, such as market fluctuations, proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. Depending on the price of minerals produced, the Company may determine that it is impractical to commence or continue commercial production.

Title to Mineral Properties

The Company believes it has diligently investigated title to all of its mineral properties and, to the best of its knowledge, title to all properties are in good standing. However, properties may be subject to prior unregistered agreements or transfers, which may affect validity of the Company's ownership of such properties.

Although the Company has exercised due diligence with respect to title to properties in which it has a material interest, title to such properties may be challenged or impugned in the future. Boundaries of the Company's mineral properties have not been surveyed and, therefore, precise location and area of these mining properties may be in doubt. The Company makes a search of mining records in accordance with mining industry practices to confirm that it has acquired satisfactory title to its properties but does not obtain title insurance with respect to such properties. Possibility exists that title to one or more of its properties, particularly title to undeveloped properties, might be defective because of errors or omissions in the chain of title, including defects in conveyances and defects in locating or maintaining such claims. Should any defect in title be discovered by or disclosed to the Company, all reasonable steps would be taken to perfect title to the particular claims in question. The Company is not aware of any material defect in the title to its mineral properties.

A claim on any of the Company's mineral properties, especially if commercially productive mineral resources or reserves are located, could adversely affect the Company's long-term profitability as it may preclude entirely the economic development of a mineral property. Also, such a claim would affect the Company's current operations due to high costs of defending against such claims and its impact on senior management's time.

Key Personnel

The Company is dependent on a relatively small number of key personnel, the loss of any of whom could have an adverse effect on operations of the Company. The Company's success is dependent to a great degree on its ability to attract and retain qualified management personnel. Loss of such key personnel, through incapacity or otherwise, would require the Company to seek and retain other qualified personnel and could compromise the pace and success of exploration activities. The Company does not maintain key person insurance in the event of a loss of any such key personnel. Also, certain management personnel of the Company are officers and/or directors of other publicly-traded companies and can only devote part -time to the Company.

Additionally, the Company has relied on and is expected to continue relying upon consultants and others for exploration and development expertise. In the event a commercial mineral deposit is discovered on any of the Company's properties, the Company will likely require expertise of such consultants and others for the development and operation of a producing mine.

Competition

The resource industry is intensively competitive in all of its phases, and the Company competes with many companies possessing much greater financial and technical research resources. Competition is particularly intense with respect to the acquisition of desirable undeveloped base-metal and precious-metal properties. Principal competitive factors in the acquisition of such undeveloped properties include staff and data necessary to identify, investigate and purchase such properties, and financial resources necessary to acquire and develop such properties. Competition could adversely affect the Company's ability to acquire suitable prospects for exploration in the future.

Industry Operating Hazards and Risks

Mineral exploration and development involves many risks, including location of commercially productive mineral resources or reserves, which may not occur even with a combination of experience, knowledge and careful evaluation. Operations in which the Company has a direct or indirect interest will be subject to all hazards and risks normally incidental to resource companies, any of which could result in work stoppages and damage to persons or property or environment and possible legal liability for any and all damage. Fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides social disruptions, political instability and inability to obtain suitable or adequate machinery, equipment or labour are some industry operating risks involved in development and operation of mines and conduct of exploration programs. Other risks include injury or loss of life, severe damage to or destruction of property, clean-up responsibilities, regulatory investigation and penalties and suspension of operations. Occurrence of any of these operating risks and hazards may have an adverse effect on the Company's financial condition and operations.

Although the Company will, when appropriate, secure liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, liability and hazards might not be insurable, or the Company might elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that may have a material adverse effect upon its financial condition and operations.

Government Regulations Political Climate

Mineral exploration on the Company's properties are affected to varying degrees by: (i) government regulations relating to such matters as environmental protection, health, safety and labour; (ii) mining law reform; (iii) tax laws; (iv) restrictions on production, price controls, and tax increases; (v) maintenance of claims; (vi) tenure; and, (vii) expropriation of property through nationalization, requisition or confiscation. Any mineral exploration activities conducted by the Company, including commencement of production, require permits from governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, mining, production, exports, taxes, labour standards, occupation health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in development and/or production and other schedules as a result of the need to comply with applicable laws, regulations and permits. All permits required for the conduct of exploration, development and mining operations, including construction of mining facilities, may not be obtainable by the Company on reasonable terms which would have an adverse effect on any mining project the Company might undertake. Additionally, failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining exploration, development or operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

To the best of the Company's knowledge, the Company is and will be operating in compliance with all applicable social and legal regulations. However, amendments to current governmental laws and regulations affecting mining companies, or more stringent application thereof, or shifts in political conditions or attitudes could adversely affect the Company's operations including potential to curtail or cease exploration programs or to preclude entirely economic viability of a mineral property. Extent of any future changes to governmental laws and regulations cannot be predicted or quantified, but one should assume that such laws and regulations will become more stringent in the future. Generally, new laws and regulations will result in increased compliance costs, including costs for obtaining permits, delays or fines resulting from loss of permits or failure to comply with new requirements.

Social Climate

Social acceptance to operate during various stages of a mining project is an integral part of operating such that lack thereof provides a very real risk during the exploration, exploitation and closure stages of mine development. In addition, the fact that the means and tools to manage social acceptance are not an exact science adds to the level of risk.

The Company has established Corporate Social Responsibility policies and programs that includes:

- Regular communication with various members of the Community regarding concerns and needs as well as the Company's activities and objectives.
- Sustainable Development projects and alliances with International Non–Governmental Organizations ("NGOs") that are committed to improving the lives of families in under-developed regions.

The Company considers these initiatives as a foundation for building a positive and mutually beneficial long-term relationship with stakeholders in the various projects.

Environmental Liability

Although the Company is not aware of any formal claims for damages related to any impact that its activities have had on the environment, it may become subject to such claims in the future. An environmental claim could adversely affect the Company's business due to the high costs of defending against such claims and impact on senior management's time.

The Company conducts exploration activities in Peru. Such activities are subject to various laws, rules and regulations governing protection of the environment. All phases of the Company's operations are subject to environmental regulation in jurisdictions in which it operates. Environmental legislation is evolving in a manner which requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed properties and a heightened degree of responsibility for companies, officers, directors and employees.

Although the Company is committed to compliance with all environmental regulations currently applicable, environmental hazards may exist on the Company's mineral properties, which are not known to the Company at present, that have been caused by previous or existing owners or operators.

Also, environmental regulations may change in the future which could adversely affect the Company's activities including potential to curtail or cease exploration programs or to preclude entirely the economic development of a mineral property. Extent of any future changes to environmental regulations cannot be predicted or quantified, but one should assume that such regulations will become more stringent in the future. Generally, new regulations will result in increased compliance costs, including costs for obtaining permits, delays or fines resulting from loss of permits or failure to comply with new regulations.

Fluctuations in Metal Prices

Although the Company does not hold any known mineral reserves, its future revenues, if any, are expected to be in large part derived from the future mining and sale of base and precious metals or interests related thereto. Prices of these commodities have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the Company's control including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumptive patterns, speculative activities, levels of supply and demand, increased production due to other new mine developments and improved mining and production methods, availability and costs of metal substitutes, metal stock levels maintained by producers and others and inventory carrying costs. Effect of these factors on the price of base and precious metals, and therefore economic viability of the Company's operations, cannot be accurately predicted.

Depending on price obtained for any minerals produced, the Company may determine that it is impractical to commence or continue commercial production.

Additional information, including the Company's most recent Annual Information Form, is available on SEDAR at http://www.sedar.com

APPENDIX A

Summary of selected annual information for each of the three most recently completed financial years

	Consolidated Statements of Financial Position					
	March 31, 2015		March 31, 2014		March 31, 2013	
Cash and cash equivalents	**$**	**194,760**	$	329,617	$	647,357
Unproven mineral right interests	**$**	**9,554,088**	$	9,688,757	$	12,866,182
Total Assets	**$**	**9,855,697**	$	10,195,641	$	13,893,969
Share Capital	**$**	**23,804,489**	$	23,356,166	$	22,711,269
Consolidated Statement of Loss						
	March 31, 2015		March 31, 2014		March 31, 2013	
Net (loss) income	**$**	**(1,241,296)**	$	(4,812,653)	$	(1,764,836)
Basic and diluted (Loss) Income per share	**$**	**(0.02)**	$	(0.07)	$	(0.03)

Summary of quarterly financial results

	Q4 2015	Q3 2015	Q2 2015	Q1 2015	Q4 2014	Q3 2014	Q2 2014	Q1 2014
Net Loss	$(379,257)	$(150,057)	$(239,120)	$(472,862)	$(2,476,452)	$(437,139)	$(563,292)	$(1,335,770)
Loss Per Share Attributable to Shareholders Basic and Diluted	$(0.01)	$(0.00)	$(0.00)	$(0.01)	$(0.04)	$(0.01)	$(0.00)	$(0.02)