

Interim Condensed Consolidated Financial Statements (unaudited) As at and for the three and six month periods ended September 30, 2014 and 2013 (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 September 30, 2014 and March 31, 2014 (unaudited) (expressed in United States dollars unless otherwise noted)

	Notes	September 30, 2014	March 31, 2014
Assets	Hotes	2014	2014
Current assets			
Cash and cash equivalents	\$	23,366	\$ 329,617
Trade and other receivables		49,479	87,981
Prepaid expenses and deposits		16,575	38,193
		89,420	455,791
Non-current assets			
Equipment		41,604	51,093
Value added tax credits		76,982	75,165
Unproven mineral right interests	4	9,468,492	9,613,592
Total non-current assets		9,587,078	9,793,850
Total assets	\$	9,676,498	\$ 10,195,641
Liabilities			
Current liabilities			
Trade payables and accrued liabilities	\$	825,878	\$ 789,189
Loan payable	6	82,143	-
Total liabilities		908,021	789,189
Equity			
Share capital	5	23,356,166	23,356,166
Reserves		5,461,933	5,387,926
Accumulated deficit		(20,049,622)	 (19,337,640)
Total equity		8,768,477	9,406,452
Total liabilities and equity	\$	9,676,498	\$ 10,195,641

Nature of operations and going concern

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Approved on behalf of the Board of Directors on November 13, 2014.

(signed) Andres Milla Director (signed) Larry Kornze Director

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

For the three and six months ended September 30, 2014 and 2013 (unaudited) (expressed in United States dollars unless otherwise noted)

		Three months ended September 30				Six month Septem	
	Note	2014		2013		2014	2013
Expenses							
Exploration expenses General and administrative	7	\$ 140,757	\$	160,062	\$	299,481	\$ 352,470
expenses	7	93,161		206,248		239,802	475,018
		233,918		366,310		539,283	827,488
Other (income) expenses							
Write-down of unproven mineral right interests	4	-		-		167,000	1,155,220
Loss (gain) on foreign exchange		4,520		210,692		4,239	(69,016)
Interest and other expense (income)		682		(13,710)		1,460	(14,630)
Net loss		(239,120)		(563,292)		(711,982)	(1,899,062)
Other comprehensive loss							
Items that may be reclassified subsequently to net loss							
Cumulative translation adjustment		42,590		186,193		33,870	(119,158)
Comprehensive loss		\$ (196,530)	\$	(377,099)	\$	(678,112)	\$ (2,018,220)
•					-		/
Loss per share attributable to share	nolders						
Basic and diluted		\$ (0.00)	\$	(0.01)	\$	(0.01)	\$ (0.03)
Weighted average number of common shares outstanding:							
basic and diluted		77,140,260		62,219,760		77,140,260	62,219,760

Candente Gold Corp. Interim Condensed Consolidated Statements of Changes in Equity

For the six months ended September 30, 2014 and 2013 (unaudited)

(expressed in United States dollars unless otherwise noted)

	Shar	e Cap	oital		Reserv	es			-		
	Total common shares		Share capital	Equity settled employee compensation and warrants	Surplus on Acquisition of El Oro		Foreign currency reserve	Total reserves		Deficit	Total
Balance at March 31, 2014	77,140,260	\$	23,356,166	\$ 5,613,865	\$ 52,046	\$	(277,985)	\$ 5,387,926	\$	(19,337,640)	\$ 9,406,452
Share-based payment	-		-	 40,137	-		-	40,137		-	40,137
Net loss	-		-	-	-		-	-		(711,982)	(711,982)
Cumulative translation adjustment	-			 -	_		33,870	33,870		_	33,870
Balance as at September 30, 2014	77,140,260	\$	23,356,166	\$ 5,654,002	\$ 52,046	\$	(244,115)	\$ 5,461,933	\$	(20,049,622)	\$ 8,768,477

	Shar	e Cap	pital		Reserv	es			_		
	Total common shares		Share capital	Equity settled employee compensation and warrants	Surplus on Acquisition of El Oro		Foreign currency reserve	Total reserves		Deficit	Total
Balance at March 31, 2013	62,219,760	\$	22,711,269	\$ 5,355,248	\$ 52,046	\$	(260,854)	\$ 5,146,440	\$	(14,524,987)	\$ 13,332,722
Share-based payment	-		-	 158,986	-		-	158,986		-	158,986
Net loss	-		-	-	-		-	-		(1,899,062)	(1,899,062)
Cumulative translation adjustment	_		-	 -	-		(119,158)	(119,158)			(119,158)
Balance as at September 30, 2013	62,219,760	\$	22,711,269	\$ 5,514,234	\$ 52,046	\$	(380,012)	\$ 5,186,268	\$	(16,424,049)	\$ 11,473,488

Candente Gold Corp. **Interim Condensed Consolidated Statements of Cash Flows**

For the six months ended September 30, 2014 and 2013 (unaudited) (expressed in United States dollars unless otherwise noted)

	Six months ended			d September
	Notes	2014		2013
Cash provided by (used in):				
Loss for the period	\$	(711,982)	\$	(1,899,062)
Items not affecting cash:				
Amortization		9,489		10,224
Share-based payment	5	40,137		158,986
Write-down of unproven mineral right interests	4	167,000		1,155,220
Changes in non-cash working capital items:				
Decrease in amounts receivable		38,502		47,546
Decrease in prepaid expenses and deposits		21,618		15,417
Increase in accounts payable and accrued liabilities		36,689		42,269
Cash (used in) operating activities		(398,547)		(469,400)
Investing				
Value added tax paid		(1,817)		(11,901)
Addition to unproven mineral rights interests	4	(21,900)		(154,964)
Recovery of acquisition costs		-		215,777
Net cash provided by (used) in investing activities		(23,717)		48,912
Financing				
Receipt of loan payable	6	82,143		-
Net cash provided by financing activities	0	82,143		_
		02,140		
Net change in cash and cash equivalents		(340,121)		(420,488)
Effect of exchange rate changes on cash		33,870		(105,529)
Cash and cash equivalents at beginning of period		329,617		647,357
Cash and cash equivalents at end of period	\$	23,366	\$	121,340

1. Nature of operations 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 and its principal office is located at Suite 1650-400 Burrard Street, Vancouver British Columbia, V6C 3A6.

The principal subsidiaries of the Company as at September 30, 2014 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 Toronto Stock Exchange ("TSX") under the trading symbol "CDG". 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 13, 2014.

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 six months ended September 30, 2014, the Company incurred a loss of approximately \$0.7 million and as at September 30, 2014, the Company had \$20.0 million of cumulative losses since inception. 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. The Company does not generate cash flows from operations and accordingly, Candente Gold will need to raise additional funds through the issuance of securities or resource secured debt. 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.

These factors may cast significant doubt regarding the Company's ability to continue as a going concern. Should Candente Gold 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.

2. Statement of compliance and basis of presentation

These financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting ("IAS 34"), as issued by the International Accounting Standards Board ("IASB"), and its interpretations. Accordingly, these financial statements do not include all of the information and footnotes required by International Financial Reporting Standards ("IFRS") for complete annual financial statements, and should be read in conjunction with the Company's consolidated and audited financial statements as at and for the year ended March 31, 2014. Accordingly, the accounting policies and methods of computation applied by the Company in these financial statements are the same as those applied by the Company and its most recent annual consolidated financial statements which are filed on the Company's profile on SEDAR at www.sedar.com. Results for the six months ended September 30, 2014, are not necessarily indicative of future results.

3. Significant accounting estimates and judgments

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The critical judgments and estimates applied in the preparation of these financial statements are consistent with those applied in the Company's audited consolidated financial statements as at and for the year ended March 31, 2014.

4. Unproven mineral right interests

At September 30, 2014, unproven mineral right interests were comprised of various early-stage exploration interests in mineral claims and mining concessions located in Mexico and Peru. These interests are held by the Company, or through option agreements under which the Company, directly or through a joint venture arrangement, has a right to acquire an interest in mineral properties. Acquisition costs are capitalized. Exploration expenditures are charged to operations in the period they are incurred.

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	Balance at March 31, 2014	e	Mining property xpenditures	Acquisition costs recoverable	 rite-down of unproven mineral right interests	Balance at September 30, 2014
El Oro – Hardrock	\$ 8,009,752	\$	-	\$ -	\$ -	\$ 8,009,752
El Oro Mine Tailings	46,840		18,000	-	-	64,840
Peruvian Properties	1,557,000		3,900	-	(167,000)	1,393,900
Closing balance	\$ 9,613,592	\$	21,900	\$ -	\$ (167,000)	\$ 9,468,492

The following are the capitalized mineral property acquisition costs:

Candente Gold Corp. Notes to the Interim Condensed Consolidated Financial Statements

For the three and six months ended September 30, 2014 and 2013 (unaudited)

(Expressed in United States dollars unless otherwise noted)

4. Unproven mineral right interests (continued)

	Balance at March 31, 2013	e	Mining property expenditures	Acquisition costs recoverable	V	Vrite-down of unproven mineral right interests	Balance at September 30, 2013
El Oro – Hardrock	\$ 8,053,562	\$	-	\$ (43,810)	\$	-	\$ 8,009,752
El Oro Mine Tailings	-		46,840	-		-	46,840
Peruvian Properties	4,748,712		136,805	(43,876)		(3,284,641)	1,557,000
Closing balance	\$ 12,802,274	\$	183,645	\$ (87,686)	\$	(3,284,641)	\$ 9,613,592

El Oro - Hardrock

For the period ended September 30, 2014, the Company incurred no acquisition expenditures related to the El Oro property. During the year ended March 31, 2014, the Company recognized a recoverable amount of \$43,810 related to amounts paid for taxes on the Company's concession at El Oro that are to be recovered from Goldcorp Mexico. Included in unproven mineral right interests is an accrual for taxes owing on the Company's concession on El Oro of \$109,168.

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 September 30, 2014, the Company did not renew certain concessions and thus, recorded a write-down of \$167,000. As at September 30, 2014, the Company has maintained its interest in its various early to mid-stage gold and gold-silver exploration projects in Peru: Tres Marias, Oro Queropalca, Lunahuana, and Alto Dorado.

During the year ended March 31, 2014, the Company paid \$126,568 towards its 2013 concession fees and also received \$43,876 from various parties for these same concession fees.

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	Total value of
	common shares	common shares
	issued	issued
Balance as of March 31, 2013	62,219,760	\$ 22,711,269
Financing, net of issue costs (i),	14,920,500	644,897
Balance as of March 31, 2014 and September 30, 2014	77,140,260	\$ 23,356,166

5. Capital and equity reserve (continued)

(i) On January 23, 2014, the Company completed a non-brokered private placement issuing a total of 14,920,500 common shares (2,400,000 issued to directors of the Company) at a price of CDN\$0.05 per common share for total gross proceeds of \$701,685 (CDN\$ 746,025). Finders' fees totaling \$31,462 (CDN\$ 33,450) were paid along with the issuance of 629,000 finders' warrants exercisable at CDN\$0.07 until December 23, 2015. The warrants were valued at \$25,327 using the Black-Scholes model.

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.

Weighted Average Number of **Exercise Price** Options (Cdn\$) Options outstanding, March 31, 2013 5,236,500 \$0.47 Options granted 250,000 \$0.25 Options forfeited (450,000)\$0.38 Options expired (200,000)\$0.80 Options outstanding, March 31, 2014 4,836,500 \$0.45 Options granted 3,080,000 \$0.10 Options forfeited (145,000)\$0.27 Options expired (449,000)\$0.42 Options outstanding, September 30, 2014 7,322,500 \$0.31

The changes in stock options were as follows:

As at September 30, 2014, the following options were exercisable and outstanding:

	Outsta	Outstanding Exercise			
Grant date	Exercise price	Number of options	Exercise price	Number of options	Expiry date
November 24, 2009	\$0.42	40,000	\$0.42	40,000	November 24, 2014
February 17, 2010	\$0.64	1,947,500	\$0.64	1,947,500	February 17, 2015
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	187,500	December 5, 2017
February 15, 2013	\$0.25	1,435,000	\$0.25	1,076,250	February 15, 2018
March 26, 2013	\$0.25	90,000	\$0.25	67,500	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	-	August 27, 2019
September 10, 2014	\$0.10	100,000	\$0.25	-	September 10, 2019
Weighted average	\$0.31	7,322,500	\$0.48	3,798,750	

5. Capital and equity reserve (continued)

Following the spin-out of Candente Gold from Candente Copper in January 2010, the Company has a commitment to issue shares of Candente Gold upon exercise of certain outstanding Candente Copper options ("Deemed Options"). The Company was deemed to have issued 1,638,350 Deemed Options, representing 8,191,750 options of Candente Copper with exercise prices ranging from Cdn\$0.42 to Cdn\$1.40 and expiry dates ranging from January 3, 2011 to November 24, 2014. The Deemed Options had a fair value of \$476,500 at the date of the spin-out and as of the period end September 30, 2014, 40,000 of these options remain outstanding.

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 September 30, 2014 and 2013 of \$22,201 and \$68,532 respectively:

	Three months ended September 30, 2014	Three months ended September 30, 2013
Dividend yield	0.00%	0.00%
Risk-free interest rate	1.52%	1.31%
Volatility range	97.96%	100.54%
Expected life	3.84	3.47
Forfeiture rate	0.85%	2.59%

d. Warrants

	Number of Warrants	Weighted Average Exercise Price (Cdn\$)
Warrants outstanding, March 31, 2013	-	-
Granted	629,000	0.07
Warrants outstanding, March 31, 2014 and		
September 30, 2014	629,000	\$0.07

During the year ended March 31, 2014, the Company issued 629,000 finders warrants with an exercise price of Cdn\$0.07 in relation to the private placement. All these warrants expire on December 23, 2015.

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. Management and exploration fees
- SW Project Management Project management and engineering fees
- Michael Thicke Geological Consulting Inc. Exploration fees
- Phoenix One Consulting Inc. CFO and management fees starting June 20, 2012 and ending on November 29, 2013
- CJ Dong Consulting Inc. CFO and management fees starting November 29, 2013
- Candente Copper Corp. shared administrative expenses with a Company related by directors and management in common

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							
	September 30, 2014	September 30, 2013						
Salaries and management and exploration fees	\$ 9,487	\$ 23,382						
Share-based payment	14,901	-						
	\$ 24,388	\$ 23,382						

- Share-based payments are the fair value of options expensed to directors and key management personnel during the three months ended September 30, 2014.
- 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 September 30, 2014, the Company paid \$nil in directors fees (2013 \$nil).

Amounts due to related parties are unsecured, non-interest bearing and due on demand. Accounts payable at September 30, 2014 included approximately \$85,808 due to related parties (March 31, 2014 – \$1,000) and approximately \$634,000 (March 31, 2014 - \$569,593) due to Candente Copper Corp., a shareholder of the Company.

In September 2014, certain directors of the Company loaned CAD\$92,000 to the Company. The funds were advanced to assist in the operations of the Company. Terms and conditions of the loan have not yet been finalized.

7. Expenses

Included in general and administrative expenses are the following:

	Three Months Ended				Six Months Ended			
	September 30, 2014		September 30, 2013		September 30, 2014		September 30, 2013	
GENERAL AND ADMINISTRATIVE								
Amortization	\$	4,867	4,450	\$	9,489	\$	10,224	
Audit and tax advisory fees		(57)	37,828		22,943		38,766	
Bank charges and interest		1,719	374		2,128		1,049	
Consulting		7,772	(1,330)		10,524		64,022	
Legal		4,396	11,157		7,764		14,694	
Management fees, office salaries and benefits		6,301	48.066		42,702		96,826	
Office, rent and miscellaneous		35,388	18,960		72,308		43,639	
Travel and accommodations		56	495		396		1,198	
Regulatory and filing fees		9,005	9,895		24,744		30,286	
Shareholder communications		1,514	7,821		6,667		15,328	
Share-based payment		22,200	68,532		40,137		158,986	
Total general and administrative expenses	\$	93,161	206,248	\$	239,802	\$	475,018	

Candente Gold Corp. Notes to the Interim Condensed Consolidated Financial Statements For the three and six months ended September 30, 2014 and 2013 (unaudited)

(Expressed in United States dollars unless otherwise noted)

7. Expenses (continued)

Included in exploration expenses are the following:

		Three Mor	Ended	Six Months Ended			
_		September 30, 2014	September 30, 2013		September 30, 2014		September 30, 2013
EXPLORATION							
Project administration	\$	44,746	\$	68,290	\$ 68,777	\$	147,603
Community engagement and initiatives		-		917	6,785		3,568
Drilling		-		-	154		-
Exploration		96,011		90,855	223,765		201,299
Total exploration expenses	\$	140,757	\$	160,062	\$ 299,481	\$	352,470

8. 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. The following is an analysis of the Company's assets by geographical area and reconciled to the Company's consolidated financial statements

September 30, 2014

	Canada			Peru	Mexico			Total		
Value-added tax credit	\$	-	\$	76,982	\$	-	\$	76,982		
Unproven mineral right interests		-		1,393,900		8,074,592		9,468,492		
Equipment		3,426		2,140		36,038		41,604		
	\$	3,426	\$	1,473,022	\$	8,110,630	\$	9,587,078		

March 31, 2014

	Canada		Peru	Mexico	Total		
Value-added tax credit	\$	-	\$	75,165	\$ -	\$	75,165
Unproven mineral right interests		-		1,557,000	8,056,592		9,613,592
Equipment		5,970		2,593	42,530		51,093
	\$	5,970	\$	1,634,758	\$ 8,099,122	\$	9,739,850