



The following Management's Discussion and Analysis ("MD&A") is current as of August 29, 2017. This MD&A contains a review and analysis of financial results for Candente Gold Corp. ("Candente Gold") and its subsidiaries (collectively, the "Company") for the three months ended June 30, 2017.

This MD&A supplements, but does not form part of the consolidated financial statements of the Company and notes thereto for the twelve months ended March 31, 2017, 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").

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 the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. Such factors include, among others, general business, economic, competitive, political and social uncertainties; development and/or exploration activities and the 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 the completion of development or construction activities or in the commencement of operations; as well as those 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 the 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, the Company 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, we refer to terms that do not have any standardized meaning prescribed by International Financial Reporting Standards ("IFRS"). Usage of these terms may vary from the usage adapted by other companies and cannot be reconciled to comparable terms in the issuer's, consolidated financial statements for the three months ended June 30, 2017.



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**

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 100% interest in the El Oro Property.

**Matters in prior periods related to the ongoing development of the various projects have been disclosed in previous MD&A filed on SEDAR.**

### **Mexico**

#### *El Oro Property*

The Company's principal asset is the El Oro gold-silver property located in the states of Mexico and Michoacan, Mexico ("El Oro Property"). As of the date of this MD&A, the Company now holds a 100% interest in the El Oro Property, having recently purchased the remaining 30% from a wholly-owned subsidiary of Goldcorp Inc. Management has been reviewing all previous exploration results on the project and re-focusing targets for future exploration. One key area is the border zone of the historical Esperanza and Mexico Mines where several high-grade gold-silver intersections in several veins and structures were intersected by previous drilling by the Company. Since this area was drilled, a structural study identified northeasterly controls to high grades, which fits the nature of this border zone. Future drilling will target this border area as well as 31 other recently identified exploration targets. In addition to the El Oro Property, the Company has the right to process several tailings deposits left from pre-1930s milling of ores from mines on the San Rafael vein in the El Oro District ("Tailings Project"). The Company has been evaluating the potential for the historic tailings to generate near-term cash flow. One of these, the Mexico Mine Tailings, have had extensive historic assessments including drill testing and metallurgical test work. These tailings, lie within the town of El Oro and is adjacent to existing road access, power and water services.

Studies by the Company have determined that the Mexico Mine Tailings contain an Inferred Resource\* of 1,267,400 tonnes grading 2.94 Au g/t, 75.12 Ag g/t containing 119,900 ounces of gold and 3,061,200 ounces of silver.

\*Note: Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. All figures have been rounded to reflect the accuracy of the estimate. For more information, see "National Instrument 43-101 Technical Report on the Inferred Mineral Resource Estimate of the Mexico Mine Tailings" prepared by Nadia Cairra, P.Geol. and Allan Reeves, P.Geol., dated August 25, 2014 with an effective date of July 8, 2014 (the "Technical Report") available at [www.sedar.com](http://www.sedar.com).

Bi-annual land holding payments previously made by Goldcorp are now the responsibility of the Company and as at the end of January 2017 approximately \$92,000 is owed to the Mexican government for land holding costs.



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## **Peru**

As at June 30, 2017, the Company has maintained in good standing portions of the Tres Marias and Las Brujas properties. These properties are early-stage gold and gold-silver exploration projects in Peru.

### **QUARTERLY HIGHLIGHTS**

#### ***Financial Condition***

The Company ended the quarter with cash and equivalents of \$89,301, a decrease of \$35,622 over the prior quarter, primarily driven by expenditures in the three months ended June 30, 2017.

#### ***Financial Performance***

Net loss for the quarter was \$92,129 which comprised primarily of general and administrative expenses that were non-cash. Compared to the same period year-over-year, net loss was increased by \$92,125. This significant difference was a result of management forgave fees owed to them in the amount of \$171,518 in the prior comparative year.

#### ***Cash Flows***

Net cash used in operating activities increased year-over-year for the reporting period by \$42,809 which was a result of managements forgiveness of debt in the prior year. Also, in the prior year the Company recovered value added tax of \$29,230 during the quarter.

#### ***Liquidity and Capital Resources***

Working capital is negative \$976,335 which includes \$750,211 in amounts due to related parties which primarily consists of payables due to Candente Copper Corp., a company with shared administrative expenses, common directors and management.

The Company anticipates that during the next year, a substantial portion of available capital resources will be used to pay trade payables and accrued liabilities and commitments related to ongoing exploration activities in Mexico and Peru. The Company anticipates the future need to raise additional capital to further project development in Mexico and Peru as well as receive continued vendor support.

The Company does not generate cash flows from operations and accordingly, the Company will need to raise additional funds by entering into a joint venture agreement or through the issuance of securities or resource secured debt. 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 in the normal course of business. These factors may cast significant doubt regarding the Company's ability to continue as a going concern. Should the Company be unable to discharge liabilities in the normal course of business, the net realizable value of the Company's assets may be materially less than amounts on the statement of financial position.

### **COMMITMENTS AND CONTINGENCIES**

Company has no material or significant commitments or contingencies.



## RELATED PARTY TRANSACTIONS

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 exploration fees
- Michael Thicke Geological Consulting Inc. – Exploration fees
- 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 three months ended June 30, 2017 and 2016. Expenses have been measured at the exchange amount that is determined on a cost recovery basis.

	Three months ended	
	June 30, 2017	June 30, 2016
Salaries and management and exploration fees	\$ 8,926	\$ 29,886
Share-based payment	-	124,939
	\$ 8,926	\$ 154,825

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

### Balance owing

Amounts due to related parties are unsecured, non-interest bearing and due on demand. Accounts payable at June 30, 2017 includes \$165,899 (March 31, 2017 - \$166,974) owing to directors and officers and \$584,312 (March 31, 2017 - \$571,423) owing to Candente Copper Corp., a shareholder of the Company.

## DISCLOSURES

### *Additional Information as specified by National Instrument 51-102*

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

### *Venture Issuer Without Significant Revenue*

This MD&A supports information disclosed in the Company's financial statements. More information regarding the Company's mineral right interests can be found under Note 3 of the Company's financial statements for the current reporting period.

### *Internal Controls Over Financial Reporting ("ICFR")*

There were no changes in the Company's internal control over financial reporting during the period from March 31, 2017 to June 30, 2017 that have materially affected, or are reasonably likely to affect, the Company's internal control over financial reporting.



## **SHARE CAPITAL**

As of August 29, 2017, the Company had 107,206,923 common shares outstanding.

As of August 29, 2017, the Company had 5,000,000 warrants outstanding and 9,390,000 outstanding share options.