

Interim Condensed Consolidated Financial Statements (unaudited)

As at and for the three and nine months periods ended December 31, 2012 and 2011 (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.

Interim Condensed Consolidated Statements of Financial Position

At December 31, 2012 and March 31, 2012 (unaudited)

(expressed in United States dollars unless otherwise noted)

		December 31,	March 31,
	Notes	2012	2012
Assets			
Current assets			
Cash and cash equivalents		\$ 908,273	\$ 2,364,289
Trade and other receivables		295,418	684,505
Prepaid expenses and deposits		78,570	47,096
		\$ 1,282,263	\$ 3,095,890
Non-current assets			
Equipment	4	52,969	83,329
Value added tax credits		71,625	55,244
Unproven mineral right interests	5	12,794,190	12,077,844
Total assets		14,201,045	\$ 15,312,307
Liabilities			
Current Liabilities			
Trade payables and accrued liabilities		\$ 412,780	\$ 342,497
Total liabilities		\$ 412,780	\$ 342,497
Equity			
Share capital	6	22,704,990	\$ 22,414,373
Equity reserve		5,370,573	5,364,095
Accumulated deficit		(14,226,984)	(12,760,151)
Foreign currency translation reserve		(60,314)	(48,507)
Total equity		\$ 13,788,265	\$ 14,969,810
Total liabilities and equity		\$ 14,201,045	\$ 15,312,307
Nature of Operations and Going Concern	1		

The accompanying notes are an integral part of these condensed consolidated interim financial statements. Approved on behalf of the Board of Directors

(signed) Andres Milla Director

(signed) Larry Kornze
Director

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

For the Three and Nine months ended December 31, 2012 and 2011 (unaudited) (expressed in United States dollars unless otherwise noted)

		Three Mo	nth	s Ended	Nine Mo	onth	s Ended
		Dec 31,		Dec 31,	Dec 31,		Dec 31,
	Notes	2012		2011	2012		2011
General and administrative	9	(85,248)		264,820	372,934		390,742
Exploration expenses	9	312,965		896,516	1,093,899		3,422,787
Loss for the period	\$	227,717	\$	1,161,336	\$ 1,466,833		3,813,529
Other comprehensive loss (income) Foreign currency translation adjustment		149,744		145,761	11,807		(586,642)
Comprehensive loss	\$	377,461	\$	1,015,575	\$ 1,478,640	\$	4,400,171
Loss Per Share Attributable to	Shareholde	ers					
Basic and Diluted	\$	(0.00)		(0.02)	\$ (0.02)	\$	(0.07)
Weighted Average Number o	of						
Common Shares Outstandin		62,239,760		61,170,412	62,097,897		61,140,296

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

Balance as at December 31,

2011

Interim Condensed Consolidated Statements of Changes in Equity

For the Nine Months periods ended December 31, 2012 and 2011 (unaudited)

(expressed in United States dollars unless otherwise noted)

	Total Common Shares	S	Share Capital		Equity Reserve	Accumulated Deficit		Foreign Currency ranslation djustment	Total Equity
Balance at April 1, 2012	61,176,760	\$	22,414,373	\$	5,364,095	\$ (12,760,151)	\$	(48,507)	\$ 14,969,810
Common shares issued for: Exercise of share options, Note 6(b)(ii),(iii) and (iv) Acquisition of mineral right	53,000		25,599		-	-		-	25,599
interests, Note 6(a)(ii)	1,000,000		265,018		-	-		-	265,018
Share-based payment expense	-		-		6,478	-		-	6,478
Net loss Foreign currency translation adjustment	-		-		-	(1,466,833)		- (11,807)	(1,466,833)
Balance as at December 31,							_		13,788,265
2012	62,229,760	\$	22,704,990	\$	5,370,573	\$ (14,226,984)	\$	(60,314)	\$ 13,766,265
	62,229,760 Total Common Shares		22,704,990 Share Capital	\$	5,370,573 Other Reserves	(14,226,984)	Т	Foreign Currency ranslation djustment	\$ Total
2012	Total Common Shares		Share Capital	\$	Other Reserves	Deficit	T A	Foreign Currency ranslation djustment	\$ Total Equity
Balance at April 1, 2011 Common shares issued for: Acquisition of mineral right	Total Common Shares 60,644,547		Share Capital 21,938,365		Other		Т	Foreign Currency ranslation	Total Equity 18,947,719
Balance at April 1, 2011 Common shares issued for: Acquisition of mineral right interests	Total Common Shares 60,644,547		Share Capital 21,938,365 25,000		Other Reserves 4,589,596	\$ Deficit	T A	Foreign Currency ranslation djustment	Total Equity 18,947,719 25,000
Balance at April 1, 2011 Common shares issued for: Acquisition of mineral right interests Financing	Total Common Shares 60,644,547 30,000 400,000	\$	Share Capital 21,938,365 25,000 296,754		Other Reserves 4,589,596	\$ Deficit	T A	Foreign Currency ranslation djustment	Total Equity 18,947,719 25,000 311,182
Balance at April 1, 2011 Common shares issued for: Acquisition of mineral right interests Financing Exercise of warrants	Total Common Shares 60,644,547 30,000 400,000 85,713	\$	21,938,365 25,000 296,754 66,762		Other Reserves 4,589,596	\$ Deficit	T A	Foreign Currency ranslation djustment	Total Equity 18,947,719 25,000 311,182 53,388
Balance at April 1, 2011 Common shares issued for: Acquisition of mineral right interests Financing Exercise of warrants Exercise of share options	Total Common Shares 60,644,547 30,000 400,000	\$	Share Capital 21,938,365 25,000 296,754		Other Reserves 4,589,596 - 14,428 (13,374)	\$ Deficit	T A	Foreign Currency ranslation djustment	Total Equity 18,947,719 25,000 311,182 53,388 14,801
Balance at April 1, 2011 Common shares issued for: Acquisition of mineral right interests Financing Exercise of warrants	Total Common Shares 60,644,547 30,000 400,000 85,713	\$	21,938,365 25,000 296,754 66,762		Other Reserves 4,589,596	\$ Deficit	T A	Foreign Currency ranslation djustment	Total Equity 18,947,719 25,000 311,182 53,388

61,174,760 \$ 22,341,682 \$ 4,699,531 \$ (11,672,658) \$ (307,755)

\$ 15,060,800

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

Interim Condensed Consolidated Statements of Cash Flows

For the Three and Nine Months ended December 31, 2012 and 2011 (unaudited)

(expressed in United States dollars unless otherwise noted)

			nths Ended	Nine Mon	ths Ended
Cash provided by (used in):	Notes	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
cash provided by (used in).	Notes	2012	2011	2012	2011
Operating					
Loss for the period	\$	(227,717)	(1,161,336)	\$ (1,466,833)	(3,813,529)
Items not affecting cash:					
Amortization	4	17,767	7,371	26,903	22,504
Share-based compensation expense	9	3,028	19,503	6,478	108,881
Changes in non-cash working capital items: Increase (decrease) in amounts receivable Decrease (increase) in prepaid expenses and		307,478	17,181	389,087	(127,113)
deposits Increase (decrease) in accounts payable and		(42,568)	33,416	(31,474)	18,471
accrued liabilities		(244,616)	(367,396)	(92,679)	(274,391)
Cash used in operating activities	\$	(186,628)	(1,451,261)	\$ (1,168,518)	(4,065,177)
Investing					
Purchase of equipment Proceeds from sale of equipment	\$	(255)	-	\$ (255) 3.712	(25,203)
Value added tax paid	-	3,017	(5,590)	(16,381)	(21,508)
Expenditures on mineral interests:					
Acquisition	5	-	(75,500)	(293,640)	(454,219)
Cash used in investing activities	\$	2,762	(81,090)	\$ (306,564)	(500,930)
Financing					
Issuance of common shares for:					
Sale of common shares	\$	-	-	\$ -	311,182
Exercise of warrants Exercise of stock options	6	-	- 10,085	- 25,599	53,388 14,801
Promissory note repayment	0	-	10,083	25,599	(977,165)
Cash provided by financing activities	\$	-	10,085	\$ 25,599	(597,794)
Net change in cash and cash equivalents		(183,866)	(1,522,266)	(1,449,483)	(5,163,901)
Effect of exchange rate changes on cash		(35,251)	138,093	(6,533)	(555,530)
Cash and cash equivalents at beginning of period		1,127,390	<u> </u>	2,364,289	8,643,417
Cash and cash equivalents at end of period	\$	908,273	1,384,173	\$ 908,273	2,923,986
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The accompanying notes are an integral part of these Interim condensed consolidated financial statements.

Notes to the Interim Condensed Consolidated Financial Statements December 31, 2012 (unaudited)

(expressed in United States dollars unless otherwise noted)

1. Nature of operations and going concern

Candente Gold Corp. ("Candente Gold") or the "Company") was incorporated under the Business Corporations Act (British Columbia) on April 24, 2009. Candente Gold is a resource-based company that seeks to acquire and explore mineral property interests, primarily in Mexico and Peru. These condensed consolidated interim financial statements include the accounts of Candente Gold and of its wholly owned subsidiaries (collectively, "Candente Gold" or the "Company"):

The subsidiaries of the Company as at December 31, 2012 are as follows:

Subsidiary	Interest	Functional Currency
Candente Mexico Resource Corp.	100%	CDN Dollars
Canaco Resources (BC) Inc.	100%	CDN Dollars
Candente Gold Peru S.A.	100%	US Dollars
Minera CCM, S.A. de C.V.	100%	US Dollars

Candente Gold's common shares are listed on the Toronto Stock Exchange ("TSX") and the Lima Stock Exchange under the trading symbol "CDG". Candente Gold's share options and warrants are not listed. The Company's principal office is located at Suite 1650-400 Burrard Street, Vancouver, British Columbia, V6C 3A6, Canada.

On July 27, 2012 Goldcorp S.A. de C.V. ("Goldcorp") confirmed that Candente Gold has met all the requirements for the exercise of the El Oro project's second option and acquired a 70% undivided interest in this project. The Company had provided notice of fulfillment of requirements to Goldcorp on May 1, 2012.

These condensed consolidated interim financial statements were authorized for issue by the board of directors on February 13, 2013.

Going Concern

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue in operation 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 period ended December 31, 2012 the Company incurred losses of approximately \$1.5 million, and as at December 31, 2012 reported an accumulated deficit of approximately \$ 13.7 million. The Company will need to secure the necessary financing to meet the Company's requirements on an ongoing basis. Nevertheless, there is no assurance that these initiatives will be successful or sufficient. These circumstances lead to significant doubt as to the ability of the Company to meet its obligations as they become due and, accordingly, the ultimate appropriateness of use of the accounting principles applicable to 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. If the going concern assumption was not appropriate for these Interim condensed consolidated Financial Statements, then adjustments to the carrying values of the assets and liabilities, the reported expenses and the statements of financial position classifications that could be material, may be necessary.

Notes to the Interim Condensed Consolidated Financial Statements December 31, 2012 (unaudited)

(expressed in United States dollars unless otherwise noted)

1. Nature of operations and going-concern (continued)

At the date of these interim condensed consolidated financial statements, Candente Gold has not yet determined whether any of its mineral properties contain economically recoverable mineral reserves. Accordingly, the carrying amount of mineral properties represents cumulative expenditures 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 properties. 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 properties.

2. Statement of compliance and basis of presentation

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. These condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended March 31, 2012, which have been prepared in accordance with IFRS issued by the IASB.

3. Summary of Significant Accounting Policies

These interim condensed consolidated financial statements have been prepared using the same accounting policies and methods of computation as the annual consolidated financial statements of the Company for the year ended March 31, 2012. The disclosure contained in these condensed consolidated interim financial statements does not include all the requirements in IAS 1 *Presentation of Financial Statements* ("IAS 1"). Accordingly these interim condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended March 31, 2012.

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

Notes to the Interim Condensed Consolidated Financial Statements December 31, 2012 (unaudited)

(expressed in United States dollars unless otherwise noted)

4. Equipment

Comprising of equipment acquired for the period ended December 31, 2012 is as follows:

	Balance at March 31, 2012	Ne	t Disposal of and Acquisition of equipment	Amortization	De	Balance at cember 31, 2012
Corporate Assets	\$ 83,329	\$	3,457	\$ 26,903	\$	52,969
Closing Balance	\$ 83,329	\$	3,457	\$ 26,903	\$	52,969

5. Unproven Mineral Right Interests

At December 31, 2012, 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.

The following are the capitalized mineral property acquisition costs:

	М	Balance at arch 31, 2012	Acquisition of Unproven mineral right interests	Disposals of Unproven Mineral Right Interest	Balance at December 31, 2012
El Oro – Mexico	\$	7,625,949	\$ 422,706	\$ -	\$ 8,048,655
Peruvian Properties		4,451,895	293,640	-	4,745,535
Closing balance	\$	12,077,844	\$ 716,346	\$ -	\$ 12,794,190

Included in Acquisition of unproven mineral right interests are non-cash additions of \$265,018 (refer to note 6b (i)) and a \$157,688 accrued liability that represents the quarterly concession costs incurred by the Company for El Oro.

Notes to the Interim Condensed Consolidated Financial Statements December 31, 2012 (unaudited)

(expressed in United States dollars unless otherwise noted)

5. Unproven Mineral Right Interests (continued)

	Balance at April 1, 2011	 Acquisition of Unproven mineral right interests	Disposals of Unproven mineral right interest	Balance at March 31, 2012
El Oro – Mexico	\$ 7,465,374	\$ 160,575	\$ -	\$ 7,625,949
Peruvian Properties	4,092,930	358,965	-	4,451,895
Closing Balance	\$ 11,558,304	\$ 519,540	\$ -	\$ 12,077,844

6. Capital and equity reserve

a. Shares Authorized

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

b. Common Share Issues

Shares Issued and Outstanding

	Total Amount of Common Stock Issued	otal Value of mmon Stock Issued
Balances as of March 31, 2012	61,176,760	\$ 22,414,373
Exercise of second option of the El Oro Agreement, May 1, 2012 (i)	1,000,000	265,018
Exercise of share options, June 7, 2012 (ii)	13,000	5,389
Exercise of share options, August 20, 2012 (iii)	15,000	7,578
Exercise of share options, September 20, 2012 (iv)	15,000	12,632
Balances as of September 30, 2012	62,219,760	\$ 22,704,990

- (i) On May 1, 2012, the Company's issued 1,000,000 common shares to Goldcorp Mexico at a price of Cdn\$0.26 per share in order to complete the requirements for the exercise of the second option that provided the Company with the right to earn an additional 30% in the El Oro Project in Mexico.
- (ii) On June 7, 2012, a current board member exercised 13,000 share options resulting in proceeds of \$5,389.
- (iii) On August 20, 2012 a director of the company exercised 15,000 stock options resulting in proceeds of \$7,578.
- (iv) On September 5, 2012 a former officer of the company exercised 15,000 stock options at resulting in proceeds of \$12,632.

Notes to the Interim Condensed Consolidated Financial Statements December 31, 2012 (unaudited)

(expressed in United States dollars unless otherwise noted)

6. Share Capital (continued)

c. Share Options

The Board of Directors passed a resolution dated May 15, 2009, which established a share option plan (the "2009 Stock Option Plan"), pursuant to which options may be granted to Directors, Officers, employees and persons providing ongoing and contract services to the Company. The purpose of the Plan is to attract persons by offering to such persons the opportunity to acquire (or to increase) an equity interest in the Company through the purchase of shares under the Plan. Subject to adjustment made in the case of a share split of the issued shares of the Company, the aggregate number of shares that may be issuable pursuant to options granted under the Plan is fixed at a maximum of 10% of the outstanding shares of the Company from time to time and shall be calculated on an as-needed basis. Prior to the establishment of the Plan, options were issued to Directors and employees, at the discretion of management, to compensate for services provided.

The changes in share options were as follows:

	Number of Options	Weighted Average Exercise Price (Cdn\$)
Options Outstanding, March 31, 2012 Movement During the period	3,476,000	\$0.65
Options Exercised, June 7, 2012	(13,000)	(\$0.39)
Options Forfeited, June 11, 2012	(112,500)	(\$1.40)
Options Exercised, August 20, 2012	(15,000)	(\$0.39)
Options Exercised, September 20, 2012	(15,000)	(\$0.39)
Options Expired, September 28, 2012	(9,000)	(\$1.43)
Options Cancelled, November 13, 2012	(80,000)	(\$0.64)
Options Granted, December 5, 2012	250,000	(\$0.25)
Options Outstanding, December 31, 2012	3,481,500	\$0.59

d. Warrants

		Weighted Average
	Number of	Exercise Price
	Warrants	(Cdn\$)
Warrants Outstanding, March 31, 2012	5,226,350	\$1.07
Movement During the period	-	-
Warrants Outstanding, September 30,		
2012	5,226,350	\$1.07

Notes to the Interim Condensed Consolidated Financial Statements December 31, 2012 (unaudited)

(expressed in United States dollars unless otherwise noted)

7. Related party transactions

Details of the transactions between the Company and other related parties are disclosed below.

a) Trading transactions

The Company's related parties consist of companies owned by executive officers and directors as follows:

Ridley Rocks Inc.

Ridley Rocks Inc.

Michael Thicke Geological Consulting Inc.

Delphis Financial Strategies Inc.

Phoenix One Consulting Inc.

SW Project Management

Management fees

Exploration fees

Management fees

Management fees

Exploration fees

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.

	mo	or the three nths ended cember 31, 2012	For the three months ended December 31, 2011	For the nine months ended December 31, 2012	For the nine months ended December 31, 2011
Management Fees		18,117	12,000	49,001	36,000
Salaries		33,423	43,657	112,161	176,029
Exploration expenses – fees		8,100	66,998	19,400	16,425
	\$	59,640	122,655	180,562	228,454

Notes to the Interim Condensed Consolidated Financial Statements December 31, 2012 (unaudited)

(expressed in United States dollars unless otherwise noted)

7. Related party transactions (continued)

b) Compensation of key management personnel

The remuneration of key management personnel who have the authority and responsibility for planning, directing and continuing the activities of the Company during the periods ended December 31, 2012 and 2011 was as follows:

	Fo	or the three months ended December 31, 2012	F	or the three months ended December 31, 2012	For the six months ended December 31, 2011	For the six months ended December 31, 2011
Salaries and fees (i) Share-based payment (ii)	\$	59,640 3,006	\$	122,655	\$ 180,562 3,006	\$ 228,454
Total (iii)	\$	62,646	\$	122,655	\$ 183,568	\$ -

- (i) Salaries and fees include consulting and management fees disclosed in note 7(a).
- (ii) Share-based payments are the fair-value of options granted to directors and key management personnel.
- (iii) Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the periods ended December 31, 2012 and 2011.
- (iv) The Company does not remunerate the directors of the Company unless its market capitalization is greater than \$75 million.

Notes to the Interim Condensed Consolidated Financial Statements December 31, 2012 (unaudited)

(expressed in United States dollars unless otherwise noted)

8. Segmented information

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

December 31, 2012

	Canada	Mexico	Peru	Total
Cash and cash equivalents HST, Value- added tax receivable and	\$ 892,314	\$ 13,804	\$ 2,157	\$ 908,275
other assets	83,262	235,499	126,852	445,613
Equipment Unproven mineral right	16,599	35,581	789	52,969
interests	-	8,048,653	4,745,537	12,794,190
Total assets	\$ 992,175	\$ 8,333,537	\$ 4,875,335	\$ 14,201,047

March 31, 2012

	Canada	Mexico	Peru	Total
Cash and cash equivalents HST, Value-added tax receivable and	\$ 2,221,376	\$ 129,043	\$ 13,870	\$ 2,364,289
other assets	41,673	677,614	67,558	786,845
Equipment Unproven Mineral	29,895	49,285	4,149	83,329
Right Interests	-	7,625,949	4,451,895	12,077,844
Total assets	\$ 2,292,944	\$ 8,481,891	\$ 4,537,472	\$ 15,312,307

Candente Gold Corp.Notes to the Interim Condensed Consolidated Financial Statements December 31, 2012 (unaudited)
(expressed in United States dollars unless otherwise noted)

9. **Expenses**

Included in general and administrative expenses are the following:

	Three Months Ended				Nine Months Ended			
	De	cember 31, 2012	December 31, 2011		December 31, 2012		December 31 201	
ENERAL AND ADMINISTRATIVE								
Amortization	\$	8,810	2,835	\$	13,199	\$	8,800	
Audit and tax advisory fees	·	(10,062)	3,893		47,746		2,178	
Bank charges and interest		(21,748)	825		(50,354)		4,741	
Consulting		42,747	_		74,772		-	
Corporate development		, -	6,208		-		33,332	
Legal Management fees, office salaries and		885	2,655		28,908		38,381	
benefits		4,870	54,383		140,401		245,547	
Office, rent and miscellaneous		12,014	29,385		62,661		121,112	
Travel and accommodations		2,262	5,752		7,588		32,606	
Regulatory and filing fees		709	4,298		58,241		52,500	
Shareholder communications		11,934	12,350		30,157		35,909	
Share-based payment		3,028	19,503		6,478		108,883	
Interest and other income		-	(2,938)		-		(41,132)	
Gain on foreign exchange		(140,697)	125,671		(46,863)		(252,115)	
Total general and administrative expenses	\$	(85,248)	(264,820)	\$	372,934	\$	(390,742)	

Included in exploration expenses are the following:

	Three Months En	ded	Nine Months Ended		
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011	
EXPLORATION					
Amortization	4,568	4,568	13,704	13,704	
Project Administration Costs	112,500	299,678	453,871	1,002,322	
Exploration and Development	189,862	207,906	517,150	610,720	
Technical Reports	2,325	, -	2,325		
Drilling	, <u>-</u>	384,364	38,358	1,796,041	
Community and Social relations	3,710	-	68,492	-	
Environmental	-	-	-	-	
Total exploration expenses	312,965	896,516	1,093,899	3,422,787	