

CANDENTE GOLD CORP.

FORM 51-102F6V

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS (THE “STATEMENT”)

FOR THE FISCAL YEAR ENDED MARCH 31, 2018

General

The following information of the Company is provided in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*:

“**Company**” means Candente Gold Corp.;

“**Compensation Securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

“**External Management Company**” includes a subsidiary, affiliate or associate of the external management company;

“**Named Executive Officer**” or “**NEO**” means each of the following individuals:

- (a) each individual who, during any part of the Company’s financial year ended March 31, 2018 served as chief executive officer (“**CEO**”) of the Company, including an individual performing functions similar to a CEO;
- (b) each individual who, during any part of the Company’s financial year ended March 31, 2018, served as chief financial officer (“**CFO**”) of the Company, including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officers other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year ended March 31, 2018 whose total compensation was more than \$150,000, as determined in accordance with subsection 1.2(5) of Form 51-102F6V, for the financial year ended March 31, 2018; and
- (d) each individual who would be a NEO under paragraph (c) above but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, as at March 31, 2018.

Based on the foregoing definition, the Company has two Named Executive Officers: Joanne Freeze, the Company’s CEO and President and Faisal Hussein, the Company’s CFO.

“**Plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“**Underlying Securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

COMPENSATION DISCUSSION & ANALYSIS

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

2.1 Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly to the Company's Named Executive Officers and directors for each of the Company's two (2) most recent completed financial years:

Table of Compensation Excluding Compensation Securities							
Name and position	Year Ended March 31	Salary, consulting fee, retainer or commission (\$)	Bonuses (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Joanne Freeze ⁽¹⁾ President, CEO and Director	2018	37,392 ⁽⁷⁾	Nil	N/A	Nil	Nil	37,392 ⁽⁷⁾
	2017	50,972 ⁽⁷⁾	Nil	N/A	Nil	Nil	50,972 ⁽⁷⁾
Faisal Hussein ⁽²⁾ CFO	2018	Nil	Nil	N/A	Nil	Nil	Nil
	2017	26,709 ⁽⁸⁾	Nil	N/A	Nil	Nil	26,709 ⁽⁸⁾
Larry D. Kornze ⁽³⁾ Director	2018	Nil	Nil	N/A	Nil	Nil	Nil
	2017	Nil	Nil	N/A	Nil	Nil	Nil
Paul H. Barry ⁽⁴⁾ Director	2018	Nil	Nil	N/A	Nil	Nil	Nil
	2017	Nil	Nil	N/A	Nil	Nil	Nil
Kenneth G. Thomas ⁽⁵⁾ Director	2018	Nil	Nil	N/A	Nil	Nil	Nil
	2017	Nil	Nil	N/A	Nil	Nil	Nil
Ian Ward ⁽⁶⁾ Director	2018	Nil	Nil	N/A	Nil	Nil	Nil
	2017	Nil	Nil	N/A	Nil	Nil	Nil

Notes:

- (1) Ms. Joanne Freeze was appointed President, CEO and Director of the Company on April 24, 2009. All amounts pertain to Consulting Fees for Management and Geological Services billed to the Company by Ridley Rocks Inc. and provided by J. Freeze.
- (2) Mr. Faisal Hussein was appointed CFO of the Company on March 19, 2015.
- (3) Mr. Larry D. Kornze was appointed a director of the Company on May 12, 2009.
- (4) Mr. Paul H. Barry was appointed a director of the Company on May 12, 2014.
- (5) Mr. Kenneth G. Thomas was appointed a director of the Company on December 5, 2012.
- (6) Mr. Ian Ward was appointed a director of the company on February 3, 2017.
- (7) Amounts partially paid and partially accrued as at March 31, 2018.
- (8) Amount accrued as at March 31, 2018.

2.2 External Management Companies

Ms. Joanne Freeze owns a management and geological consulting company, Ridley Rocks Inc., which bills the Company for her services.

2.3 Stock Options and Other Compensation Securities

The following table sets out all Compensation Securities granted or issued to all Named Executive Officers and directors by the Company or one of its subsidiaries during the most recently completed financial fiscal year ended March 31, 2018 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security on date of grant (\$)	Closing Price of Security on date at year end (\$)	Expiry Date
Joanne Freeze ^{(1) (7)} President, CEO and Director	Stock options	N/A	N/A	N/A	N/A	N/A	N/A
Faisel Hussein ^{(2) (7)} CFO	Stock options	N/A	N/A	N/A	N/A	N/A	N/A
Larry D. Kornze ^{(3) (7)} Director	Stock options	N/A	N/A	N/A	N/A	N/A	N/A
Paul H. Barry ^{(4) (7)} Director	Stock options	N/A	N/A	N/A	N/A	N/A	N/A
Kenneth G. Thomas ^{(5) (7)} Director	Stock options	N/A	Nil	N/A	N/A	N/A	N/A
Ian Ward ^{(6) (7)} Director	Stock options	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) As at March 31, 2018, Ms. Joanne Freeze held stock options exercisable into 2,100,000 common shares, all of which have now vested.
- (2) As at March 31, 2018, Mr. Faisel Hussein held stock options exercisable into 950,000 common shares, all of which have now vested.
- (3) As at March 31, 2018, Mr. Larry D. Kornze held stock options exercisable into 500,000 common shares, all of which have now vested.
- (4) As at March 31, 2018, Mr. Paul H. Barry held stock options exercisable into 550,000 common shares, all of which have now vested.
- (5) As at March 31, 2018, Mr. Kenneth G. Thomas held stock options exercisable into 500,000 common shares, all of which have now vested.
- (6) As at March 31, 2018, Mr. Ian Ward held stock options exercisable into 250,000 common shares, all of which have now vested.
- (7) The Company uses generally a two year vesting schedule allowing 25% of each grant vest every 6 months following the day of grant.

No director or NEO of the Company exercised stock option during the most recently completed financial fiscal year ended March 31, 2018.

2.4 Stock Option Plans and Other Incentive Plans

The Company's 2015 stock option plan (the "Plan") was adopted in August 17, 2015 and ratified and approved by shareholders at the Company's last annual general meeting held on December 14, 2017.

The Plan is a “rolling” stock option plan, and the purpose is to allow the Company to grant options to Directors, Employees and Consultants, as an incentive to dedicate their efforts to advance the success of the Company and its subsidiaries.

Material Terms of the Plan

The following is a summary of the material terms of the Plan:

- a) **Vesting Provisions:** Options issued to Persons retained to provide Investor Relations Activities will be subject to a vesting schedule of at least 12 months whereby no more than twenty-five percent (25%) of the Options granted may be vested in any three (3)-month period. Options issued to Optionees other than Persons retained to provide Investor Relations Activities may, at the discretion of the Board, be subject to vesting conditions, such vesting conditions to be provided for in the Option Agreement to be entered into between the Company and the Optionee.
- b) **Maximum Term of options granted:** The option Period for an Option grant is determined by the Board at the time the Option is granted and may be up to ten (10) years from the date the Option is granted.
- c) **Max. Number of Options that can be granted:** The maximum aggregate number of Shares issuable pursuant to the exercise of Options under the plan is ten percent (10%) of the Outstanding Issue as at the date of any Option grant.
- d) **Method of Settlement:** The exercise of any Option will be contingent upon receipt by the Company of cash payment in full for the exercise price of the Shares being purchased by way of certified cheque, wire transfer or bank draft.

2.5 Employment, Consulting and Management Agreements

The Company has an agreement with Ridley Rocks Inc., a management and geological consulting company owned by Ms. Joanne Freeze and Ms. Joanne Freeze is the Key person.

Provisions:

- a) Retainer of \$4,000 per month which may be increased using a rate of \$1,000 per day with Board approval.
- b) Change of Control is \$500,000
- c) Termination or Constructive dismissal: Severance is \$200,000

2.6 Oversight and Description of Named Executive Officer and Director Compensation

The Company does not have a formal executive compensation program. The Company's Named Executive Officer and Director Compensation is administered by the Board with recommendations made to it by the Compensation Committee. The Board has primary responsibility for approval with respect to the appointment and remuneration of Named Executive Officers of the Company and the remuneration of the Board. The Board also evaluates the performance of the Company's senior executive officers and reviews the design and competitiveness of the Company's compensation plans.

The executive compensation program is designed to encourage, compensate and reward employees on the basis of individual and corporate performance, both in the short and the long term. Base salaries are competitive with corporations of a comparable size and stage of development within the mineral exploration industry, thereby enabling the Company to compete for and retain executives critical to the Company's long term success. Incentive compensation is directly tied to corporate and individual

performance. Share ownership opportunities are provided to align the interests of executive officers with the longer term interests of shareholders. Compensation for each of the Named Executive Officers consists of a base fee, along with annual incentive compensation in the form of a performance based bonus, and a longer term incentive in the form of stock options.

Base Fee

The Board approves ranges for base salaries/fees to be paid to the Chief Executive Officer, Chief Financial Officer and Corporate Secretary of the Company based on reviews of market data from peer companies in the mineral exploration industry. In selecting peer group companies, the Board primarily looks for public companies that are comparable in terms of business and size. The level of base salary for each employee within a specified range is determined by the level of past performance, as well as by the level of responsibility and the importance of the position to the Company.

The Board approves the base fees to be paid to the Chief Executive Officer, Chief Financial Officer and Corporate Secretary.

Annual Bonus

Senior managers are eligible for annual incentive awards. Corporate performance, as assessed by the Board, determines the aggregate amount of bonus to be paid by the Company to all eligible senior managers in respect of a fiscal year.

The aggregate amount of bonus to be paid will vary with the degree to which targeted corporate performance was achieved for the year. The individual performance factor allows the Company effectively to recognize and reward those individuals whose efforts have assisted the Company to attain its corporate performance objective.

The Board approves the bonuses to be paid to the Chief Executive Officer, the Chief Financial Officer and the Corporate Secretary.

Stock Options

The Plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability and to reward individuals for current performance and expected future performance. The Board considers stock option grants when reviewing executive officer compensation packages as a whole.

The Board has sole discretion to determine the key employees to whom it recommends that grants be made and to determine the terms and conditions of the options forming part of such grants. The Board approves ranges of stock option grants for each level of executive officer. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position to the Company.

The number of stock options which may be issued under the Plan in the aggregate and in respect of any fiscal year is limited under the terms of the Plan and cannot be increased without shareholder approval.

Directors

The Board of Directors determined that no Directors fees are to be paid until the Company has a minimum Market Value of \$75,000,000. This is reviewed annually and could be changed.

In addition, all directors are entitled to be reimbursed for reasonable travel expenses incurred with respect to their attendance at meetings of the Board of Directors and the Board Committees. In addition, each director is eligible to receive stock options pursuant to the Plan.

2.7 Pension Disclosure

The Company does not have any pension plans in place that provide for payments or benefits made to the NEOs or directors at, following, or in connection with retirement during the during the most recently completed financial fiscal year ended March 31, 2018.