

FORM 52-109FV2

CERTIFICATION OF INTERIM FILINGS - VENTURE ISSUER BASIC CERTIFICATE

I, **Robert A. Archer, President and Chief Executive Officer of Cangold Limited**, certify the following:

1. **Review:** I have reviewed the interim financial statements and interim MD&A (together, the "interim filings") of **Cangold Limited** (the issuer) for the interim period ended **December 31, 2009**.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: February 25, 2010

"Robert A. Archer"

Robert A. Archer
President and Chief Executive Officer

NOTE TO READER

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that the inherent limitations on the ability of the certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

FORM 52-109FV2

CERTIFICATION OF INTERIM FILINGS - VENTURE ISSUER BASIC CERTIFICATE

I, **Raakel S. Iskanius, Chief Financial Officer of Cangold Limited**, certify the following:

1. **Review:** I have reviewed the interim financial statements and interim MD&A (together, the “interim filings”) of **Cangold Limited** (the issuer) for the interim period ended **December 31, 2009**.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: February 25, 2010

“*Raakel S. Iskanius*”

Raakel S. Iskanius
Chief Financial Officer

NOTE TO READER

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that the inherent limitations on the ability of the certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Interim Consolidated Financial Statements
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

CANGOLD LIMITED

Three and six months ended December 31, 2009 and 2008

MANAGEMENT'S COMMENTS ON UNAUDITED INTERIM FINANCIAL STATEMENTS

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of 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.

CANGOLD LIMITED

Consolidated Balance Sheets
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

	December 31, 2009	June 30, 2009
Assets		
Current assets:		
Cash and cash equivalents	\$ 417,962	\$ 35,089
Marketable securities	81,560	53,250
Amounts receivable (note 4)	125,924	143,631
Prepaid expenses and advances	22,850	7,820
	<u>648,296</u>	<u>239,790</u>
Mineral properties and equipment (note 6)	104,765	108,162
	<u>\$ 753,061</u>	<u>\$ 347,952</u>
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 182,958	\$ 147,915
Due to related parties (note 9)	151,171	36,027
	<u>334,129</u>	<u>183,942</u>
Shareholders' equity:		
Capital stock (note 7)	10,563,423	10,036,563
Contributed surplus (note 7(c))	1,182,264	1,180,296
Accumulated comprehensive income (loss) (note 8)	3,560	(24,750)
Deficit	(11,330,315)	(11,028,099)
	<u>418,932</u>	<u>164,010</u>
Continuing operations (note 1)		
	<u>\$ 753,061</u>	<u>\$ 347,952</u>

See accompanying notes to the unaudited interim consolidated financial statements.

Approved on behalf of the Board:

"Kaare G. Foy" Director

"Martin B. Carsky" Director

CANGOLD LIMITED

Consolidated Statements of Operations and Deficit
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

Three and six months ended December 31, 2009 and 2008

	Three months ended December 31,		Six months ended December 31,	
	2009	2008	2009	2008
Expenses:				
Amortization	\$ 1,088	\$ 1,420	\$ 2,250	\$ 2,938
Consulting	11,747	23,237	22,748	50,865
Director fees	18,750	18,750	37,500	37,500
Filing fees	2,336	2,511	7,052	7,592
Foreign exchange loss/(gain)	(1,002)	11,607	14,321	17,420
Investor relations/corporate development	10,835	12,369	24,207	31,767
Mineral property exploration expenditures (note 5)	24,003	14,249	48,418	131,770
General exploration expenses	11,493	110	65,737	4,194
Office and miscellaneous	11,473	9,553	20,100	14,481
Professional fees	18,704	22,660	42,364	41,155
Stock based compensation	-	7,975	-	7,975
Rent	6,641	5,468	12,091	10,892
Transfer agent fees	1,778	1,504	3,052	2,680
Loss before under noted	(117,846)	(131,413)	(299,840)	(361,229)
Interest income	1,163	421	1,163	1,823
Interest expense	(2,392)	(255)	(2,392)	(355)
Loss on disposal of fixed assets	(1,147)	-	(1,147)	-
Loss for period	\$ (120,222)	\$ (131,247)	\$ (302,216)	\$ (359,761)
Deficit, beginning of the period	(11,210,093)	(10,608,964)	(11,028,099)	(10,380,450)
Deficit, end of the period	\$(11,330,315)	\$(10,740,211)	\$(11,330,315)	\$(10,817,961)
Loss per share, basic and diluted	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.01)
Weighted average number of outstanding Common share	78,122,484	70,085,512	77,497,212	70,048,552

See accompanying notes to the unaudited interim consolidated financial statements.

CANGOLD LIMITED

Consolidated Statements of Comprehensive Loss
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

Three and six months ended December 31, 2009 and 2008

	Three months ended December 31,		Six months ended December 31,	
	2009	2008	2009	2008
Loss for the period	\$ (120,222)	\$ (131,247)	\$ (302,216)	\$ (359,761)
Unrealized gain (loss) on marketable securities	20,140	(21,750)	28,310	(77,750)
Comprehensive loss for the period	\$ (100,082)	\$ (152,997)	\$ (273,906)	\$ (437,511)

See accompanying notes to the unaudited interim consolidated financial statements.

CANGOLD LIMITED

Consolidated Statements of Cash Flows
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

Three and six months ended December 31, 2009 and 2008

	Three months ended December 31,		Six months ended December 31,	
	2009	2008	2009	2008
Cash flows used in operating activities:				
Net loss for the period	\$ (120,222)	\$ (131,247)	\$ (302,216)	\$ (359,761)
Items not involving cash:				
Amortization	1,088	1,420	2,250	2,938
Stock-based compensation	-	7,975	-	7,975
Shares issued for mineral property acquisition	4,500	2,000	6,750	10,500
Loss on sale of fixed assets	1,147	-	1,147	-
Changes in non-cash operating working capital:				
Accounts receivable	1,280	10,869	17,707	2,019
Prepaid expenses and advances	(15,802)	6,219	(15,030)	16,652
Accounts payable and accrued liabilities	48,370	40,967	35,043	(14,747)
Net cash used in operating activities	(79,639)	(61,797)	(254,349)	(334,424)
Cash flows from (used in) financing activities:				
Proceeds from release of reclamation deposit	-	25,800	-	25,800
Proceeds from private placement issue	522,078	-	522,078	-
Increase/(decrease) in due to related parties	(37,415)	8,400	115,144	6,230
Net cash from financing activities	484,663	34,200	637,222	32,030
Increase (decrease) in cash and cash equivalents	405,024	(27,597)	382,873	(302,394)
Cash and cash equivalent, beginning of period	12,938	92,652	35,089	367,449
Cash and cash equivalent, end of period	\$ 417,962	\$ 65,055	\$ 417,962	\$ 65,055

See accompanying notes to the unaudited interim consolidated financial statements.

CANGOLD LIMITED

Consolidated Statements of Cash Flows
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

Three and six months ended December 31, 2009 and 2008

	Three months ended December 31,		Six months ended December 31,	
	2009	2008	2009	2008
Supplementary cash flow information:				
Interest income received	\$1,163	\$421	\$1,163	\$2,981
Interest expense paid	1,877	100	1,877	100

See accompanying notes to the unaudited interim consolidated financial statements.

CANGOLD LIMITED

Notes to the Unaudited Interim Consolidated Financial Statements
(Expressed in Canadian dollars)
Three and six months ended December 31, 2009 and 2008

1. NATURE AND CONTINUANCE OF OPERATIONS:

Cangold Limited (the "Company") was continued under the Business Corporation Act (Yukon) on March 17, 1997 and continued under the Business Corporations Act (British Columbia) on December 22, 2004.

The Company is in the business of acquiring, exploring and developing mineral resource properties and is directing substantially all of its efforts towards the exploration and related development of the properties. None of the properties in which the Company has an interest were in production at the balance sheet date and therefore, the Company has not generated revenue from these principal business activities.

Notwithstanding these continued losses and operating cash flow deficiencies, these financial statements have been prepared by management on a going concern basis in accordance with Canadian generally accepted accounting principles. The going concern basis of presentation assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and settle its liabilities and commitments in the normal course of business. During the three months and six months ended December 31, 2009, the Company recorded a loss of \$120,222 and \$302,216, respectively, and used cash for operations of \$79,639 and \$254,349, respectively. As at December 31, 2009, the Company had an accumulated deficit of \$11,330,315 and a positive working capital balance of \$314,167.

The ability of the Company to continue as a going concern and to realize its assets and discharge its liabilities is dependent upon the existence of economically recoverable mineral reserves and the ability to raise adequate financing from lenders, shareholders and other investors to support such business activities. It is anticipated that the Company will rely on the equity markets in the upcoming fiscal year to meet its financing needs, including funding future exploration activity.

Given the current economic environment, there can be no assurance that such financing will be available to the Company on acceptable terms, or at all. Failure to continue as a going concern would require the Company's assets and liabilities to be presented on a liquidation basis, which would differ materially from the going concern basis.

2. SIGNIFICANT ACCOUNTING POLICIES:

Basis of presentation:

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Coboro Minerales de Mexico, S.A. de C.V. Significant inter-company balances and transactions are eliminated on consolidation.

These interim consolidated financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles. The preparation of these interim consolidated financial statements is based on accounting principles and practices consistent with those in the preparation of the Company's annual financial statements. Certain information and footnote disclosure normally included in annual financial statements prepared in accordance with Canadian generally accepted accounting principles have been condensed or omitted.

CANGOLD LIMITED

Notes to the Unaudited Interim Consolidated Financial Statements
(Expressed in Canadian dollars)
Three and six months ended December 31, 2009 and 2008

2. SIGNIFICANT ACCOUNTING POLICIES (continued):

These interim period consolidated financial statements should be read together with the 2009 audited annual consolidated financial statements and the accompanying notes included in the Company's 2009 annual report. In the opinion of the Company, these unaudited interim consolidated financial statements contain all adjustments necessary in order to present a fair statement of the results of the interim periods presented.

Certain comparative figures have been reclassified to conform to the current period presentation.

3. RECENT ACCOUNTING PRONOUNCEMENTS:

(a) Financial Instruments - Disclosures:

In June 2009, the CICA amended Section 3862, *Financial Instruments - Disclosures*, to include additional disclosure requirements about fair value measurement for financial instruments and liquidity risk disclosures. These amendments require a three level hierarchy that reflects the significance of the inputs used in making the fair value measurements. Fair value of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant inputs are based on observable market data, either directly or indirectly. Level 3 valuations are based on inputs that are not based on observable market data. The amendments to Section 3862 apply for annual financial statements relating to fiscal years ending after September 30, 2009. The Company is assessing the impact of these amendments on its consolidated financial statements.

(b) International Financial Reporting Standards ("IFRS"):

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The transition date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended June 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

The Company is developing an IFRS conversion plan and has completed a preliminary assessment which prioritizes how each IFRS standard will impact the financial statements. The Company anticipates there will be changes in accounting policies and these changes may materially impact our financial statements but the impact cannot be reasonably estimated at this time. The Company does anticipate an increase in disclosure resulting from the adoption of IFRS and is continuing to assess the level of disclosure required as well as systems changes that may be necessary to gather and process the required information.

CANGOLD LIMITED

Notes to the Unaudited Interim Consolidated Financial Statements

(Expressed in Canadian dollars)

Three and six months ended December 31, 2009 and 2008

4. AMOUNTS RECEIVABLE:

	December 31, 2009	June 30, 2009
Value added tax recoverable	\$ 119,194	\$ 141,718
Other	6,730	1,913
	\$ 125,924	\$ 143,631

The Company, through its Mexican subsidiary, pays value added tax on the purchase and sale of goods and services at a rate of 15%. The net amount paid or payable is recoverable, but such recovery is subject to review and assessment by local tax authorities.

5. MINERAL PROPERTY EXPLORATION EXPENDITURES:

The continuity of expenditures on mineral properties for six months ended December 31, 2009 is as follows.

	Casummit (a)	Thorn (b)	Los Venados (c)	Plomo (d)	2009
Exploration expenditures:					
Option payments	\$ -	\$ -	\$ 17,069	\$ 14,683	\$ 31,752
Field costs	-	-	-	-	-
Drilling	-	-	-	-	-
Geology	-	-	-	-	-
Legal	8,051	-	-	-	8,051
Project Administration	-	-	4,641	3,974	8,615
Net expenditures					
during the period	8,051	-	21,710	18,657	48,418
Cumulative expenditures,					
beginning of period	1,176,657	1,979,941	532,971	731,529	4,421,098
Cumulative expenditures,					
end of period	\$ 1,184,708	\$1,979,941	\$ 554,681	\$ 750,186	\$ 4,469,516

CANGOLD LIMITED

Notes to the Unaudited Interim Consolidated Financial Statements
(Expressed in Canadian dollars)
Three and six months ended December 31, 2009 and 2008

5. MINERAL PROPERTY EXPLORATION EXPENDITURES (Continued):

(a) Casummit Lake property:

The Company had a 51% participating interest in, and was the operator of, a Joint Venture formed for the exploration and development of the Casummit Lake mining claims located in the Red Lake Mining Division, Northwestern Ontario, commonly known as the Argosy Gold Mine property (the "Argosy Property"). Under the terms of the Joint Venture, the operator proposed the exploration programs. The expenditures disclosed in the table above reflect only the Company's proportionate 51% interest in the Casummit Lake property. The Company had initially incurred 100% of costs under exploration programs and recovered 49% of such costs from the 49% owner. No exploration expenditures were incurred during the three months and six months ended December 31, 2009 or 2008.

On June 19, 2009, Premier Gold Mines Limited ("Premier") sold its 49% interest in the Argosy property to the Company. Under the terms of the acquisition, the Company issued Premier a total of two million shares of Cangold with a fair value of \$80,000 and made a cash payment of \$10,000. Premier retained a 0.5% net smelter return ("NSR"), which can be purchased for \$500,000. A further underlying 2% NSR remains in force and Cangold can purchase 1% for \$500,000.

(b) Thorn property:

The Company had an undivided 51% interest in, and was the operator of, a Joint Venture formed for the exploration of the Check-Mate, Stuart and Thorn Claims which are situated in the Atlin Mining Division, Northwestern British Columbia. Under the terms of the Joint Venture, the operator proposed the exploration programs. The expenditures disclosed in the table above reflect only the Company's proportionate 51% interest in the Thorn property. The Company had initially incurred all 100% of costs under exploration programs and recovered 49% of such costs from the 49% owner.

The Company was contingently liable for the site restoration of the mineral property under the regulations of the Mines Act (the "Act") of the Province of British Columbia. The required deposit under the Act was supported by a term deposit held by the Company in the amount of \$25,800.

On April 11, 2008, the Company signed an agreement with Rimfire Minerals Corp. ("Rimfire") whereby Rimfire purchased Cangold's 51% interest in the Thorn Property in exchange for a cash payment of \$100,000 and 100,000 shares in Rimfire with a fair value of \$129,000. The Company is also entitled to 25% of any proceeds from the future sale or optioning of this property by Rimfire. Furthermore, the Company is to receive from Rimfire \$1,000,000 or 250,000 Rimfire common shares, at Rimfire's election, should the Thorn property be placed into commercial production while Rimfire owns at least 10% of the property. During the year ended June 30, 2009, the site restoration reclamation deposit requirement was transferred to Rimfire Minerals Corp. and the term deposit supporting the reclamation deposit requirement was released.

On August 5, 2009, Rimfire Minerals Corp. combined with Geoinformatics Exploration Inc. to form a new entity, Kiska Metals Corporation. Geoinformatics Exploration Inc. completed a 1 for 3 share consolidation and name change to Kiska Metals Corporation. Rimfire ceased trading and its shareholders received 0.87 shares of Kiska Metals Corporation. Kiska Metals Corp. commenced trading under the TSX-V symbol KSK on August 6, 2009. The Company now holds 87,000 shares of Kiska Metals Corporation.

CANGOLD LIMITED

Notes to the Unaudited Interim Consolidated Financial Statements
(Expressed in Canadian dollars)
Three and six months ended December 31, 2009 and 2008

5. MINERAL PROPERTY EXPLORATION EXPENDITURES (Continued):

(c) Los Venados:

On July 13, 2007, the Company signed an option agreement to acquire a 100% interest in the Los Venados Property in Sonora, Mexico. The Company can acquire a 100% interest in the Los Venados property by making staged cash payments totaling \$250,000 (\$75,000 was paid as of December 31, 2009) and issuing 500,000 shares (300,000 shares issued as of December 31, 2009) over 5 years. The acquisition is subject to a 2% NSR, half of which can be purchased for \$500,000.

In consideration for the purchase, the Company must make further payments totaling \$175,000 and issue 200,000 shares as follows:

In the calendar year of	2010	2011	2012	Total
Cash payments	\$35,000	\$50,000	\$90,000	\$175,000
Share payments	50,000	50,000	100,000	200,000

(d) Plomo:

On November 9, 2007, the Company signed an option agreement to acquire a 100% interest in the Plomo Property in Sonora, Mexico. The Company can acquire a 100% interest in the Plomo property by making staged cash payments totaling \$100,000 (\$30,000 paid as of December 31, 2009) and issuing 700,000 shares (400,000 shares issued as of December 31, 2009) over 5 years, subject to a 2% NSR, half of which can be purchased for \$500,000. The Company also issued 500,000 warrants to the vendor priced at \$0.50 per share which expired on December 16, 2009.

In consideration for the purchase, the Company must make further payments totaling \$70,000 and issue 300,000 shares as follows:

In the calendar year of	2010	2011	2012	Total
Cash payments	\$15,000	\$25,000	\$30,000	\$70,000
Share payments	100,000	100,000	100,000	300,000

CANGOLD LIMITED

Notes to the Unaudited Interim Consolidated Financial Statements
(Expressed in Canadian dollars)
Three and six months ended December 31, 2009 and 2008

6. MINERAL PROPERTIES AND EQUIPMENT:

	December 31, 2009	June 30, 2009
Canada		
Mineral properties:		
Argosy mine (note 5(a))	\$ 90,000	\$ 90,000
Equipment:		
Computer equipment	5,124	8,390
Field equipment	-	6,026
	5,124	14,416
Accumulated depreciation	(2,774)	(10,380)
	2,350	4,036
Mexico		
Field equipment	24,702	24,702
Accumulated depreciation	(12,287)	(10,576)
	12,415	14,126
	\$ 104,765	\$ 108,162

7. CAPITAL STOCK:

(a) Authorized:

 Unlimited number of common shares without par value

(b) Issued:

	Number of shares	Stated value
Balance June 30, 2008	69,925,722	\$ 9,727,992
Issue of shares pursuant to mineral property option agreements		
Los Venados and Plomo properties	200,000	10,500
Issue of shares pursuant to mineral property purchase agreement		
Argosy property	2,000,000	80,000
Issue of shares to transfer agent in trust for unexchanged shares	23	-
Private placement at \$0.05 per unit, net of costs ⁽ⁱ⁾	4,700,000	220,385
Issue of warrants for financing services	-	(2,314)
Balance June 30, 2009	76,825,745	10,036,563
Issue of shares pursuant to mineral property option agreement		
Los Venados property	50,000	2,250
Issue of shares pursuant to mineral property option agreement		
Plomo property	100,000	4,500
Private placement at \$0.05 per unit, net of costs ⁽ⁱⁱ⁾	10,900,000	522,078
Issue of warrants for financing services	-	(1,968)
Balance December 31, 2009	87,875,745	\$ 10,563,423

CANGOLD LIMITED

Notes to the Unaudited Interim Consolidated Financial Statements
(Expressed in Canadian dollars)
Three and six months ended December 31, 2009 and 2008

7. CAPITAL STOCK (continued):

(i) On March 13, 2009, the Company issued 4,700,000 units by private placement at a price of \$0.05 per unit ("Unit"), for gross proceeds of \$235,000 and paid cash issuance costs of \$14,615. Each Unit consists of one common share and one-half of one non-transferable share purchase warrant. Each full warrant entitles the holder to acquire, upon exercise, one additional common share at \$0.10 until March 12, 2010. After the expiration of the hold period, the Company has the right to accelerate the expiry date of the warrants should the closing price of the Company's shares on the TSX Venture Exchange be at least \$0.20 for 20 consecutive trading days.

The Company also issued 161,000 finder warrants entitling the holder to acquire, upon exercise, one common share of the Company at \$0.10 until March 12, 2010. The fair value of finder warrants of \$2,314 is recorded as a cost of financing and is included in contributed surplus.

(ii) On December 21, 2009, the Company issued 10,900,000 units by private placement at a price of \$0.05 per unit ("Unit"), for gross proceeds of \$545,000 and paid cash issuance costs of \$22,922. Each Unit consists of one common share and one non-transferable share purchase warrant. Each full warrant entitles the holder to acquire, upon exercise, one additional common share at \$0.10 until December 20, 2010. After the expiration of the hold period, the Company has the right to accelerate the expiry date of the warrants should the closing price of the Company's shares on the TSX Venture Exchange be at least \$0.20 for 20 consecutive trading days.

The Company also issued 201,000 finder warrants entitling the holder to acquire, upon exercise, one common share of the Company at \$0.10 until December 20, 2010. The fair value of finder warrants of \$1,968 is recorded as a cost of financing and is included in contributed surplus.

(c) Contributed surplus:

Balance, June 30, 2008	\$ 1,170,007
Warrants issued for financing services	2,314
Stock-based compensation	7,975
Balance, June 30, 2009	\$1,180,296
Warrants issued for financing services	1,968
Balance December 31, 2009	\$ 1,182,264

CANGOLD LIMITED

Notes to the Unaudited Interim Consolidated Financial Statements
(Expressed in Canadian dollars)
Three and six months ended December 31, 2009 and 2008

7. CAPITAL STOCK (continued):

(d) Warrants:

The continuity of share purchase warrants for 2009 is as follows:

Series	Exercise price	Expiry date	June 30, 2009	Issued	Exercised	Expired	December 31, 2009
Purchase Warrants ⁽ⁱ⁾	0.50	Dec 16, 2009	500,000	-	-	(500,000)	-
Series "N" ⁽ⁱⁱ⁾	0.10	March 24, 2010	2,962,500	-	-	-	2,962,500
Series "O" ⁽ⁱⁱⁱ⁾	0.10	March 12, 2010	2,350,000	-	-	-	2,350,000
Finder Warrants	0.10	March 12, 2010	161,000	-	-	-	161,000
Series "P" ^(iv)	0.10	Dec 20, 2010	-	10,900,000	-	-	10,900,000
Finder Warrants	0.10	Dec 20, 2010	-	201,000	-	-	201,000
			5,973,500	11,101,000	-	(500,000)	16,574,500

(i) Note 5(d).

(ii) On March 6, 2009, the Board of Directors approved amending the terms of the 2,962,500 outstanding "N" warrants by reducing the exercise price from \$0.25 to \$0.10 and extending the expiry date from March 24, 2009 to March 24, 2010.

(iii) Note 7(b)(i).

(iv) Note 7(b)(ii).

(e) Stock options:

Pursuant to the policies of the TSX-V, the Company may grant incentive stock options to its officers, directors, employees and consultants. TSX-V policies permit the Company's directors to grant incentive stock options for the purchase of shares of the Company to qualified persons as incentive for their services. Pursuant to the Company's 2003 Incentive Stock Option Plan, stock options must be non-transferable and the aggregate number of shares that may be reserved for issuance pursuant to stock options may not exceed 10% of the outstanding issue of the Company at the time of granting and may not exceed 5% of the outstanding issue to any individual (maximum of 2% to any consultant) in any 12-month period. The exercise price of stock options is determined by the board of directors of the Company by reference to the market value of the shares at the date of grant. Options have expiry dates of no longer than five years from the date of grant and terminate 30 days following the termination of the participant's employment. Vesting of options is made at the time of granting of the options at the discretion of the board of directors unless otherwise specified. Once approved and vested, the options are exercisable at any time.

CANGOLD LIMITED

Notes to the Unaudited Interim Consolidated Financial Statements
(Expressed in Canadian dollars)
Three and six months ended December 31, 2009 and 2008

7. CAPITAL STOCK (continued):

Exercise price	Expiry date	June 30, 2009	Granted	Cancelled/ expired	Exercised	December 31, 2009
0.16	September 7, 2009	200,000	-	(200,000)	-	-
0.12	March 29, 2010	900,000	-	-	-	900,000
0.15	May 7, 2011	25,000	-	-	-	25,000
0.15	May 3, 2012	125,000	-	-	-	125,000
0.15	December 20, 2012	525,000	-	-	-	525,000
0.15	December 20, 2009	440,000	-	(440,000)	-	-
0.15	December 31, 2009	150,000	-	(150,000)	-	-
0.15	April 30, 2013	1,925,000	-	-	-	1,925,000
		4,290,000	-	(790,000)	-	3,500,000
Weighted average exercise price		\$0.14	-	(\$0.15)	-	\$0.14

As at December 31, 2009, 3,500,000 options with a weighted average exercise price of \$0.14 (June 30, 2009 - \$0.14) were exercisable. The weighted average remaining contractual life of the options is 2.4 years.

8. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS):

	December 31, 2009	June 30, 2009
Balance, beginning of period	\$ (24,750)	\$ (44,500)
Unrealized gain (loss) on marketable securities	28,310	(48,250)
Other than temporary impairment loss on marketable securities	-	68,000
Balance, end of period	\$ 3,560	\$ (24,750)

9. RELATED PARTY TRANSACTIONS:

Included in expenses are amounts totaling \$83,306 (Q2FY09 - \$45,476) for consulting, accounting, rent and office expenses charged to the Company by officers, companies controlled by the directors of the Company and by a company with common directors.

As at December 31, 2009, \$151,171 (June 30, 2009 - \$36,027) was due to officers, companies controlled by directors of the Company and to a company with common directors.

CANGOLD LIMITED

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F1

For the period ended December 31, 2009

This Management's Discussion and Analysis ("MD&A") prepared as of February 24, 2010, reviews the financial condition and results of operations of Cangold Limited ("Cangold" or "the Company") for the three and six month financial period ended December 31, 2009, and other material events up to the date of this report. The following discussion should be read in conjunction with the Company's June 30, 2009 annual audited consolidated financial statements and related notes together with Management's Discussion and Analysis and the unaudited interim consolidated financial statements and related notes for the period ended December 31, 2009.

The financial data included in the discussion provided in this report has been prepared in accordance with Canadian generally accepted accounting principles, and all dollar amounts are in Canadian dollars, unless otherwise noted.

DESCRIPTION AND OVERVIEW OF BUSINESS

Cangold Limited is an active resource exploration company listed on the TSX Venture Exchange, trading under the symbol "CLD".

The Company holds options to acquire a 100% interest in the Los Venados and Plomo properties located in Sonora, Mexico. The Company also maintains a 100% interest in a past producing gold mine in northern Ontario, Canada.

Currently, there are no mineral reserves delineated on the properties in which the Company has an interest. Therefore there are no producing properties, and consequently no operating income or cash flow. In the past, Cangold has accessed, and in the future will continue to access, the equities markets to raise the funds needed to continue exploration programs on its various property holdings and to meet its ongoing working capital requirements. Because of the magnitude of the expenditures needed to fund exploration programs, the Company has made use of joint ventures in the past to share the costs and risks associated with exploring some of its mineral properties.

RESULTS OF OPERATIONS

The Company reported a loss for the three months and six months ended December 31, 2009 of \$120,222 and \$302,216, compared to a loss of \$131,247 and \$359,761 for the same period in the prior year. Cash outflows from operations of \$79,639 and \$254,349 for the three and six months ended December 31, 2009 compared to cash outflows from operations of \$61,797 and \$334,424 for the same period in fiscal 2009. The decreased loss in the current period is attributed to lower overhead costs and decreased exploration expenditures on its two exploration properties in Mexico compared to the first two quarters of fiscal 2009.

Consulting costs were \$22,748 for the six months ending December 31, 2009 compared to \$50,865 for the same period in fiscal 2009. This decrease is primarily due to a reduction in the planning and supervision with respect to the Los Venados and Plomo properties in Mexico.

The Company incurred \$48,418 in mineral property exploration expenditures during the six months ended December 31, 2009 (Q2FY09 - \$131,770). The table in note 5 of the unaudited interim consolidated financial statements for the quarter summarizes the costs by property and type of expenditure.

General exploration expenses were \$65,737 for the six months ending December 31, 2009 compared to \$4,194 for the same period in fiscal 2009. This increase is primarily due to evaluation costs associated with a significant acquisition opportunity in South America.

The Company is in the exploration stage and has not yet determined whether its properties contain ore reserves that are economically recoverable. The Company has no producing properties, and consequently no sales and nominal interest revenues from interest bearing cash accounts.

The above explanations for the six-month period ended December 31, 2009 are largely the same for the second quarter.

EXPLORATION ACTIVITIES AND PROPERTY EXPENDITURES

The Company did not conduct any exploration activities on either of its two Mexican projects during the first quarter of fiscal 2009 in order to preserve cash. Cangold is currently seeking a more advanced gold project upon which to recapitalize the company. The resumption of exploration on the Mexican projects will depend upon the success of this search and the condition of the equity markets in general. In the interim, Cangold has no expenditure obligations on any of its projects beyond payments on options which Cangold intends to continue to maintain in good standing.

a) *Casummit Lake Property:*

The Casummit Lake Property consists of 101 claim units and is located in the Red Lake Mining Division, Northwestern Ontario.

No field work was conducted on the Property during the three and six months ended December 31, 2009. Management believes however, that the Casummit Lake Property justifies further expenditures which will be required to fully test its potential.

On June 19, 2009, Premier Gold Mines Limited ("Premier") sold its 49% interest in the Argosy property to the Company. Under the terms of the acquisition, the Company issued Premier a total of two million shares of Cangold with a fair value of \$80,000 and made a cash payment of \$10,000. Premier retained a 0.5% net smelter return ("NSR"), which can be purchased for \$500,000. A further underlying 2% NSR remains in force and Cangold can purchase 1% for \$500,000.

b) *Los Venados Property:*

On July 13, 2007, the Company signed an Option Agreement to acquire a 100% interest in the Los Venados property contiguous with, and along strike from, the Mulatos Gold Mine in the prolific Sierra Madre gold belt of Sonora, Northern Mexico.

Los Venados lies within the emerging Mulatos gold mining district – a 15-20 kilometre long northwest trending belt of strong hydrothermal alteration and gold mineralization in Tertiary volcanic rocks within the Sierra Madre Mountains. The target at Los Venados is a multimillion ounce high sulphidation epithermal gold deposit amenable to open pit mining and heap leaching, similar to Alamos Gold Inc.'s (AGI: TSX) Mulatos gold deposit, which contains a global resource of 3.71 million ounces at a 0.5 g/t Au cut-off grade (Alamos Gold website). The southern boundary of the Los Venados claim is located within 1,500 metres of the Estrella open pit, which contains Proven & Probable Reserves of 31,900,000 tonnes at a grade of 1.64 g/t Au for a total of 1,683,000 ounces of gold.

The 3,200 hectare Los Venados claim is easily accessible by an all weather road, approximately 220 kilometres southeast of Hermosillo, and covers a large hydrothermal system where three zones of intense argillic alteration, silicification and gold mineralization have already been identified. The property has been subjected to very little historical work and initial grab sampling has yielded gold values ranging from 0.01 to 1.84 g/t.

Geological mapping and prospecting, and detailed sampling of the property commenced during the first quarter of fiscal 2008 with a diamond drilling program planned upon completion and analysis of the first phase of exploration.

During the second quarter of fiscal 2008, the Company announced a gold bearing zone had been discovered. Initial chip and grab sampling of silica vein material on the Duraznito Zone resulted in 20 of 35 samples returning significant gold values greater than 0.1 g/t, nine of the 20 assaying greater than 1.0 g/t and one sample assaying 50.9 g/t gold. The dimension of the area sampled to date is approximately 120 metres long by 65 metres wide.

The aforementioned samples were taken from multi-directional quartz vein swarms hosted along a contact between Tertiary age andesite tuff and porphyritic dacite volcanics. These units are host to more

than four square kilometres of intense argillic and silica alteration which is presently being systematically mapped and sampled. Geological field evidence and initial PIMA analysis (to classify the argillic alteration) indicates that the alteration is high-sulfidation epithermal in nature, similar to that on the adjacent Mulatos Mine project.

The Company can acquire a 100% interest in the Los Venados property by making staged cash payments totalling \$250,000 (\$75,000 paid as of December 31, 2009) and issuing 500,000 shares (300,000 share issued as of December 31, 2009) over 5 years. The acquisition is subject to a 2% net smelter return, half of which can be purchased for \$500,000.

No field work has been conducted on the Los Venados property since the first quarter of fiscal 2009. Management believes however, that the property justifies further expenditures which will be required to fully test its potential.

c) Plomo Property:

On November 9, 2007, the Company signed an Option Agreement, through its Mexican subsidiary, to acquire a 100% interest in the Plomo property located within the Sonoran "Golden Triangle", a prolific gold belt extending through northern Sonora and into southern California and Arizona. Examples of gold deposits within this belt include La Herradura (Mexico's largest gold mine), La Choya, and El Chanate in the Caborca region of northwestern Sonora, and Mesquite and Picacho in the Yuma area of southwestern Arizona and southeastern California.

The 4,279 hectare Plomo project lies within the Altar desert of northwestern Sonora, approximately 320 kilometres northwest of Hermosillo and 52 kilometres northwest of Caborca by paved highway. The eastern boundary of the Plomo claim is within 4 kilometres of the highway and access around the property is excellent via secondary all weather roads. Historical dry placer workings have been noted on the property and, to date, three zones of alteration and mineralization have been located in outcrop. Two have past gold mining activity along low angle shears. The third area has extensive and strongly micro-fractured and brecciated quartz float and outcrop with hematite and rare copper staining that has been traced for approximately 1.5 kilometres by approximately 300 metres wide.

Mapping and sampling on the Plomo property conducted during the second and third quarters of fiscal 2008 identified seven zones of gold mineralization within a northeast trending structural zone that is at least five kilometres long by three kilometres wide. Gold mineralization is related to quartz veining, with sericite and hematite alteration, in subsidiary north-south to northwest striking structures with modest to shallow southwest or northeast dips. The northeast structure is reflected by a distinct linear valley which in the past was the focus of dry placer gold exploitation.

From southwest to northeast six zones of gold mineralization have been named Banco de Oro, San Perfecto, Pavorreal (2 zones), San Crecencio, and Bonancita. The most recently discovered zone, called Culebra, is associated with the south bounding, NE trending, moderately NW dipping shear which presently defines the southeast side of the prospective area.

The Company completed the Phase I core drilling program on the Plomo project in September 2008. The objective of the first-pass drilling was to gain a better understanding of the structural control of the gold mineralization within the 5 by 3 kilometre structural corridor identified by surface mapping and sampling, and to look for areas where the flat-lying gold-bearing structures coalesce into a larger zone with resource potential.

The Phase 1 drilling program comprised 1,498.5 metres in 10 widely spaced holes. Targets tested in this program included the gold-bearing, altered, low angle structures of Banco de Oro (1 hole), Pavorreal (6 holes), San Perfecto (2 holes), and Bonancita (1 hole) zones. In most holes, the targeted structures were intersected as planned and, to some degree, were gold-bearing.

Hole SP08-001, drilled immediately below the Banco de Oro workings (up to 298.0g/t gold), did not intersect the structure, likely due to a fault offset. Drill holes SP08-002 and SP08-003 were drilled at San Perfecto. The low angle structural zones noted on surface were intersected and show variable intensity of fracturing, brecciation, chloritization, quartz veining, silicification and disseminated pyrite. SP08-002 intersected 4.0 metres grading 0.92g/t gold starting at 5.7 metres. SP08-003 was more intensely

fractured and altered and intersected 11.65 metres grading 0.66g/t gold starting at 18.3 metres, including 2.28g/t over 2.0 metres. Drill intersections are believed to represent true widths.

Core holes SP08-004 to SP08-009 were drilled in the Pavorreal area and intersected wide sections of intense alteration. SP08-006 intersected 30 metres of well foliated rock with tourmaline and hematite-jarosite alteration but yielded no significant assays. Holes SP08-005 and SP08-008 intersected wide intervals of silicified, fractured, and pyritic diorite but contained only narrow intervals of gold mineralization with anomalous copper, lead and zinc (see table below). SP08-010 was drilled at Bonancita with the objective of hitting the very fractured/sheared pyritic zone observed on surface. It intersected 130 metres of sheared and crackle-brecciated andesite, with disseminated pyrite and sporadic brecciated quartz veins but returned no significant assays.

The Phase I widely spaced drilling at Plomo has demonstrated that the flat-lying structures observed on surface play an important role in localizing gold mineralization. It would appear that another set of controls, such as cross-cutting structures, is required in order to upgrade the gold. As such, detailed geological mapping and rock sampling continued in the San Perfecto area after the drilling was completed, with a particular effort towards identifying major structures, alteration types and geological units in order to better discern the spatial relationships and controls of the gold mineralization. This work continues to outline significant gold mineralization, over an area approximately 400 metres across, associated with tourmaline-sericite alteration, gossan, and low angle structures in diorite and granodiorite east of SP08-003. Of 21 new chip channel samples collected across veins, structures, and more intensely altered areas, 13 assayed greater than 0.3g/t gold, and of those 5 were greater than 1.0g/t gold.

At Pavorreal, where widespread gold was encountered in surface sampling yet no significant values encountered in the subsequent drilling, a similar program of detailed geological, alteration and structural mapping is proposed. A new compilation of all this data will then be used to generate new targets for future drilling.

Highlights of Phase I Drilling:

Drill Hole	From (m)	To (m)	Interval (m)	Au g/t
SP08-002	5.70	9.70	4.00	0.92
<i>including</i>	7.70	9.70	2.00	1.60
SP08-003	18.30	29.95	11.65	0.66
<i>including</i>	21.00	23.00	2.00	2.28
SP08-005	30.00	32.00	2.00	1.06
SP08-008	9.30	11.30	2.00	0.59

In a regional context, gold mineralization at the Plomo project is believed to be related to the Mojave-Sonora Megashear (MSM). The MSM is a northwest-trending left-lateral, strike slip fault zone up to 5 kilometres wide and extending for hundreds of kilometres through northern Sonora, southern California and Arizona, and is interpreted to transect the southwest corner of the Plomo Project area. Many of the gold mines and prospects in Sonora occur within or are adjacent to the boundary of this regionally extensive structure, including Mexico's largest gold mine, the Peñoles / Newmont La Herradura deposit, which lies 25 kilometres to the west of Plomo and contains a global resource of 104,063,824 tonnes averaging 0.84 g/t gold (Peñoles 2006 Annual Report). Other gold mines along the MSM include La Choya, and El Chanate in the Caborca region of north-western Sonora, and Mesquite and Picacho in the Yuma area of south-western Arizona and south-eastern California. The targets at Plomo are low grade, high-tonnage fault-related gold deposit amenable to open pit mining and heap leaching, similar to the

aforementioned mines. The relationship of gold mineralization to flat-lying structures is typical of deposits within the MSM and the Company is encouraged by the confirmation of this relationship on the Plomo property.

The Company can acquire a 100% interest in the Plomo property by making staged cash payments totaling \$100,000 (\$30,000 paid as of December 31, 2009) and issuing 700,000 shares (400,000 shares issued as of December 31, 2009) over 5 years, subject to a 2% NSR, half of which can be purchased for \$500,000. The Company also issued 500,000 warrants to the vendor priced at \$0.50 per share which expired on December 16, 2009.

No field work has been conducted on the Plomo property since the first quarter of fiscal 2009. Management believes however, that the property justifies further expenditures which will be required to fully test its potential.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters:

Quarter Ended	Revenue	Net income (loss)	Net income (loss) per share ⁽¹⁾
December 31, 2009	\$Nil	\$(120,222)	\$(0.00)
September 30, 2009	\$Nil	\$(181,994)	\$(0.00)
June 30, 2009	\$Nil	\$(159,118)	\$(0.00)
March 31, 2009	\$Nil	\$(128,770)	\$(0.00)
December 31, 2008	\$Nil	\$(131,247)	\$(0.01)
September 30, 2008	\$Nil	\$(228,514)	\$(0.00)
June 30, 2008	\$Nil	\$(585,845)	\$(0.01)
March 31, 2008	\$Nil	\$(410,109)	\$(0.01)

⁽¹⁾ Diluted loss per share amounts would be the same as the basic loss per share as the dilutive factors would be anti-dilutive.

It is the nature of junior exploration companies that there are no sales or revenue. There can be significant variances in the Company's reported loss from quarter to quarter arising from factors that are difficult to anticipate in advance or to predict from past results. For example, the granting of incentive stock options, which results in the recording of amounts for stock-based compensation, can be quite large in any given quarter.

There will not be variations due to seasonality as the climate in Mexico is amenable to year round exploration. However, mineral property expenditures can vary from quarter to quarter depending on when option payments are due and the stage of the exploration program (e.g. drilling may slow down for a period of time while results are analyzed, resulting in lower costs during that period).

LIQUIDITY AND CAPITAL RESOURCES

Cangold does not have any operations that generate cash flow. The Company's financial success relies on management's ability to find economically viable mineral deposits. This process can take many years and is largely based on factors that are beyond the control of Cangold.

In order to finance its exploration activities and corporate overhead, the Company is dependent on investor sentiment remaining positive towards the exploration business generally, and towards Cangold in particular, so that funds can be raised through the sale of the Company's securities. Many factors have an influence on investor sentiment, including a positive climate for mineral exploration, a company's track record and the experience and calibre of a company's management. There is no certainty that equity funding will be available at the times and in the amounts required to fund the Company's activities.

The unaudited consolidated financial statements of the Company for the three and six months ended December 31, 2009 were prepared in accordance with GAAP applicable to a going concern which assumes

that the Company will realize its assets, discharge its liabilities and meet its future obligations in the normal course of business. Accordingly, the financial statements do not include any adjustments to the recoverability and reclassification of recorded assets, or the amounts or classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Cangold has financed its activities through brokered and non-brokered private placements and a short form offering. Debt financing has not been used to fund property acquisitions and exploration and the Company has no current plans to use debt financing.

On December 21, 2009, the Company closed a non-brokered private placement financing of \$545,000 consisting of up to 10.9 million units at \$0.05 per unit (see "Financing Activities" section below).

Cash and Financial Conditions

The Company's cash and cash equivalents balance was \$417,962 at December 31, 2009 as compared to \$35,089 at June 30, 2009. The increase was a result of funding by non-brokered private placement financing closed on December 21, 2009. The Company's financial instruments are all fully cashable at any time so there are no restrictions on availability of funds.

The Company had a positive working capital of \$314,167 as at December 31, 2009 compared with positive working capital of \$55,848 as at June 30, 2009. The financing referred to above, should be adequate to fund the Company's activities and to cover corporate overhead for the current fiscal year.

The Company has no debt, does not have any unused lines of credit or other arrangements in place to borrow funds and has no off-balance sheet arrangements. The Company does not use hedges or other financial derivatives.

Investing Activities

The Company had no cash outflows from investing activities for the six months ended December 31, 2009 or 2008.

Financing Activities

As at December 31, 2009, Cangold had 87,875,745 common shares issued and outstanding. The Company issued 50,000 shares at \$0.045 for the acquisition of the Los Venados property and 100,000 shares at \$0.045 for the acquisition of the Plomo property during the six months ended December 31, 2009.

Cash flow from financing activities was \$637,222 for the six months ended December 31, 2009. In December 2009, the Company closed a private placement offering of 10,900,000 units of the Company ("Units") at a price of \$0.10 per Unit to raise gross proceeds of \$545,000. The Company received \$522,078 net of cash issue costs during the quarter ended December 31, 2009. Each Unit comprised one common share and one non-transferable share purchase warrant. The securities issued in the private placement are subject to a hold period expiring April 22, 2010. Each whole warrant entitles the holder, upon exercise, to acquire one common share of the Company at a price of \$0.10 until December 20, 2010. The Company paid financing fees totaling \$22,922 of which \$10,500 relates to finders' fees. The Company also issued 201,000 finder's warrants, which are exercisable at \$0.10 until December 20, 2010.

During the six month periods ended December 31, 2009 and 2008, no warrants were exercised to purchase common shares.

During the six month periods ended December 31, 2009 and 2008, no options were exercised to purchase common shares.

The financing proceeds will be used for further property acquisition investigations, and for general working capital.

Shares outstanding

At the date of this MD&A, the Company had 87,875,745 common shares issued and had 16,574,500 warrants and 3,500,000 options outstanding.

Outlook

It is anticipated that in the foreseeable future, Cangold will rely on the equity markets to meet its financing needs. However, in light of the weak global economic conditions, there is no assurance that equity market financings will be adequate or viable to fund the Company's exploration activities and to cover corporate overhead for the next twelve months. As a result, management has undertaken a plan to significantly reduce costs through a series of actions including, curtailing exploration activities, reducing overhead, and considering other financing alternatives for its operations. Although there is no assurance the Company will be successful in these actions, management expects that working capital will be sufficient to fund the Company's corporate activities without raising any additional capital during the next twelve months. Should the Company choose to initiate an exploration program or pursue acquisition opportunities during fiscal 2010, additional financing will be required.

While the financial statements for the three and six months ended December 31, 2009 were prepared on the basis of accounting principles applicable to a going concern, current market conditions including limited availability of financing cast substantial doubt upon the validity of this assumption.

Management reviews the approved work plans and budgets for the various exploration projects at regular intervals throughout the year and make revisions to the budgets for individual projects in response to exploration success (or the lack thereof) on such projects.

Management and the Board of Directors continuously review and examine proposals and projects for the Company and conduct their due diligence in respect of same.

TRANSACTIONS WITH RELATED PARTIES

Included in expenses are the following transactions with related parties totalling \$83,306:

- a) Paid or accrued consulting fees totalling \$14,315 to a company with directors in common.
- b) Paid or accrued consulting fees totalling \$11,996 to officers of the Company.
- c) Paid or accrued consulting fees totalling \$12,200 to companies controlled by directors of the Company.
- d) Paid or accrued consulting fees totalling \$28,203 to a company controlled by an officer of the Company.
- e) Paid or accrued office rent and administration costs totalling \$16,592 to a company with a director in common.

As at December 31, 2009, \$151,171 (June 30, 2009 - \$36,027) was due to officers, companies controlled by directors and an officer of the Company and to a company with common directors.

CRITICAL ACCOUNTING ESTIMATES

The Company prepares its financial statements in accordance with Canadian generally accepted accounting principles and requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the assumptions used in determining the fair value of non-cash stock-based compensation. Due to the inherent uncertainty involved with making such estimates, actual results reported in future years could differ from these estimates.

CHANGES IN ACCOUNTING POLICIES

There were no changes in accounting policies during the three and six months ended December 31, 2009.

FUTURE ACCOUNTING PRONOUNCEMENTS

(a) Financial Instruments - Disclosures:

In June 2009, the CICA amended Section 3862, *Financial Instruments - Disclosures*, to include additional disclosure requirements about fair value measurement for financial instruments and liquidity risk disclosures. These amendments require a three level hierarchy that reflects the significance of the inputs used in making the fair value measurements. Fair value of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant inputs are based on observable market data, either directly or indirectly. Level 3 valuations are based on inputs that are not based on observable market data. The amendments to Section 3862 apply for annual financial statements relating to fiscal years ending after September 30, 2009. The Company is assessing the impact of these amendments on its consolidated financial statements.

(b) International Financial Reporting Standards ("IFRS"):

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The transition date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended June 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

The Company is developing an IFRS conversion plan and has completed a preliminary assessment which prioritizes how each IFRS standard will impact the financial statements. The Company anticipates there will be changes in accounting policies and these changes may materially impact our financial statements but the impact cannot be reasonably estimated at this time. The Company does anticipate an increase in disclosure resulting from the adoption of IFRS and is continuing to assess the level of disclosure required as well as systems changes that may be necessary to gather and process the required information.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, marketable securities, amounts receivable and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these instruments. Due to their short-term nature, the fair values of these financial instruments approximate their carrying values, unless otherwise noted.

OFF-BALANCE SHEET ARRANGEMENTS

At the date of this report, the Company had no material off-balance sheet arrangements.

FORWARD-LOOKING STATEMENTS

Certain information set forth in this document includes forward-looking statements. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Company's control, including but not limited to: risks and uncertainties relating to the interpretation and assumptions used in calculating resource estimates; the execution and outcome of current or future exploration activities; information included or implied in the various independently produced and published technical reports; anticipated drilling and resource estimation plans; differences in actual recovery rates,

grades, and tonnage from those expected; the inherent uncertainty of production and cost estimates, risks and uncertainties relating to timing and amount of estimated future production, capital expenditures and cash flows; risks relating to our ability to obtain adequate financing for our planned activities and to complete further exploration programs; foreign currency fluctuations; commodity price fluctuations; risks related to governmental regulations, including environmental regulations and other general market and industry conditions as well as those factors discussed in each management discussion and analysis, available on SEDAR at www.sedar.com.

Although Cangold has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Cangold's actual results, programs and financial position could differ materially from those expressed in or implied by these forward-looking statements and accordingly, no assurance can be given that the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits Cangold will derive from them. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and as such, undue reliance should not be placed on forward-looking statements.

The Company disclaims any intention and assumes no obligation to update any forward-looking statements, even if new information becomes available, as a result of future events or for any other reason.

ADDITIONAL SOURCES OF INFORMATION

Additional information relating to Cangold can be found on the SEDAR website at www.sedar.com or on the Company's website at www.cangold.ca.