ANACONDA MINING INC.

Management's Discussion and Analysis
of the
Financial Condition and Results of Operations

For the years ended
May 31, 2013 and May 31, 2012

August 22, 2013

ANACONDA MINING INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS

This management discussion and analysis ("MD&A") has been prepared based on information available to Anaconda Mining Inc. ("Anaconda" or the "Company") as at August 22, 2013. The MD&A of the operating results and financial condition of the Company for the year ended May 31, 2013, should be read in conjunction with the Company's the audited financial statements (the "Financial Statements") and the related notes for the year ended May 31, 2013. The Financial Statements have been prepared by management and are in accordance with International Financial Reporting Standards ("IFRS") and all amounts are expressed in Canadian dollars unless otherwise noted. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements. Additional information relating to the Company can be found on the Company's website at www.anacondamining.com or on SEDAR at www.sedar.com.

Executive summary

General
Anaconda Mining Inc. (the "Company" or "Anaconda") was incorporated under the laws of British Columbia. On April 18, 2007, Anaconda completed an acquisition (the "Acquisition") of Colorado Minerals Inc. ("Colorado") by issuing 19,701,560 Anaconda common shares to the shareholders of Colorado in exchange for all the issued and outstanding shares of Colorado. As a result of the issuance, the former shareholders of Colorado owned approximately 50.8% of the then outstanding Anaconda common shares thereby effecting a reverse takeover ("RTO") of Anaconda. Accordingly, for accounting purposes Colorado is deemed to be the acquirer of Anaconda, although Anaconda is the legal parent company and the reporting issuer. The Company's registered and head office is located at The Exchange Tower, 130 King Street West, Suite 2120, Toronto, Ontario, M5X 1C8.

Anaconda operates a gold mine near Baie Verte, Newfoundland (the "Pine Cove Project") on the north central part of the island. The Company owns 100% of the Pine Cove Project, which comprises two contiguous mining leases and 24 mining licenses totaling approximately 4,785 hectares. The current gold mining operation is open pit with a strip ratio of 4.3:1 over the life of the mine and there is a mill on site producing gold dore bars with a permitted tailings storage facility. The operation currently has approximately 45 employees at the mill and in administration, plus a contract miner.

Highlights for the fiscal year ended May 31, 2013

- As at May 31, 2013, the Company had cash and cash equivalents of $466,899 and net working capital of $1,333,047.
- During the year ended May 31, 2013, the Company made principal payments of $4,054,727 and reduced its overall principal amount of debt to $262,338. Of the total principal paid, $3,697,280 went against its Series I Debenture, Series II Debenture and the Thorsen loan, paying off these obligations in full.
- For the year ended May 31, 2013, the Company sold 14,879 ounces of gold and generated $24,173,439 in revenue at an average sales price of $1,625 per ounce.
- Cash operating cost per ounce sold at the Pine Cove Project for the year ended May 31, 2013 was $1,004 per ounce.
- Total cash cost per ounce sold, including corporate administration, capital expenditures and exploration and evaluation asset costs for the year ended May 31, 2013 was $1,341 per ounce.
- At the Pine Cove project, earnings before interest, depreciation and depletion and share based compensation ("EBITDA") for the year ended May 31, 2013 was $9,233,758.
- On a consolidated basis, EBITDA for the year ended May 31, 2013 was $6,914,426.
- Net income for the year ended May 31, 2013 was $7,438,629 or $0.04 per share basic and $0.04 per fully diluted share, respectively. Net income attributable to operations was $3,460,629 or $0.02 per

share and net income related to the recording of a deferred income tax asset was $3,978,000 or $0.02 per share.

- Purchase of property, mill and equipment for the year ended May 31, 2013 was $1,665,632.
- Approximately $1,023,000 was spent at the Pine Cove Project on exploration for the year ended May 31, 2013. The Company's exploration initiatives focused on drilling the down-dip and western extensions of the pit, prospecting the properties across the Pine Cove Project and obtaining a bulk sample from the Romeo and Juliet prospect.
- During fiscal 2013, the Company entered into 3 option agreements and staked nearly 300 acres, increasing its land package within the Pine Cove Project to approximately 4,785 hectares.

Overall performance

Net income for the year ended May 31, 2013 was $7,438,629 or $0.04 per share (net income of $3,298,063 or $0.02 per share for the year ended May 31, 2012). Net income was positively impacted during the year with income from operations of $3,460,629 or $0.02 per share and the recording of a deferred income tax recovery of $3,978,000 or $0.02 per share. Deferred income tax assets were recorded when the Company removed its going concern note to the financial statements and recognized the tax value of its income tax loss carry forward amounts of approximately $12 million. In addition the Company also has cumulative Canadian exploration and development expenditures of approximately $15 million. At the Pine Cove Project, the Company generated a gross margin of $6,910,203 for the year ended May 31, 2013 ($6,724,371 for the year ended May 31, 2012). The Company also generated earnings before interest, depreciation and depletion and share based compensation ("EBITDA") of $6,914,426 for the year ended May 31, 2013 ($6,203,599 for the year ended May 31, 2012, not including the gain on sale of Chilean mining interest).

The Pine Cove Project

The Company owns 100% of the Pine Cove Project covering approximately 4,785 hectares on the Baie Verte Peninsula. It comprises two contiguous mining leases totaling 660 hectares (the "Pine Cove Lease Area") along with 24 mining licenses totaling 4,125 hectares that were acquired in calendar 2012, as described below. The Pine Cove Project has an operating open pit mine, milling and processing plant producing gold dore bars and a permitted tailings storage facility. The Pine Cove Mining Lease is subject to two royalty agreements, the first with Tenacity Gold Mining Company Ltd. ("Tenacity"), whereby the Company is required to pay Tenacity a net smelter royalty of 3% of the metal sales from the Pine Cove Mining Lease to a maximum of $3 million. The Company has approximately $1.1 million left on this obligation. The second is a Net Profits Interest ("NPI") agreement with Royal Gold, Inc. ("Royal"), whereby the Company is required to pay Royal a royalty of 7.5% of the net profits; calculated as the gross receipts generated from the Pine Cove Mining Lease less all cumulative development and operating expenses. At May 31, 2013 the Company has determined it has approximately $36 million in carry forward expenditures deductible against future net profit.

On May 7, 2012 the Company entered into a five-year property option agreement (the "Agreement") with Tenacity to acquire a 100% undivided interest in 4 mineral exploration licenses (the "Tenacity Property") totaling 63 claims or approximately 1,575 hectares contiguous to the Pine Cove Property. The Agreement requires the Company to pay to Tenacity $25,000 at closing (paid), an additional $275,000 in cash payments over the option period and incur $750,000 in expenditures over the life of the option. At the Company's option, 50% of cash payments can be settled with the issuance of common shares; with value determined based on a weighted average of the 30 trading days preceding payment. The Agreement also entitles Tenacity to a net smelter royalty ("NSR") of 3% when the average price of gold is less than US$2,000 per ounce for the calendar quarter or a 4% when the average price of gold is more than US$2,000 per ounce for the calendar quarter, with a cap of $3 million on the total NSR payments made to Tenacity.

On July 19, 2012 the Company entered into a five-year property option agreement (the "Agreement") with Fair Haven to acquire a 100% undivided interest in 11 exploration licenses totaling 71 claims or approximately 1,804 hectares near its Pine Cove mine. The Fair Haven Property runs adjacent to the optioned Tenacity Property. The Agreement requires the Company to pay to Fair Haven $10,000 at closing (paid) and to fund expenditures over the life of the option to a minimum of $750,000. The Agreement also entitles Fair Haven to an NSR of 2% to an aggregate sum of $3 million; following this and after 200,000 ounces of gold has been sold from the Fair Haven Property, Fair Haven is then entitled to a 1% NSR.

On August 2, 2012, the Company staked additional property near the Pine Cove Project totaling 3 mining licenses and nearly 300 hectares.

On November 13, 2012 the Company entered into a five-year property option agreement (the "Agreement") with Herb Froude ("Froude") to acquire a 100% undivided interest in 1 exploration license (the "Froude Property") totaling 11 claims or approximately 275 hectares near its Pine Cove mine. The Froude Property is contiguous and inclusive in the Pine Cove Project. The Agreement requires the Company to pay to Froude $10,000 at closing (paid) and to fund expenditures over the life of the option to a minimum of $125,000. The Agreement also entitles Froude to an NSR of 3% to an aggregate sum of $3 million; following this and after 200,000 ounces of gold has been sold from the Froude Property, Froude is then entitled to 1% NSR.

On November 19, 2012 the Company entered into a five-year property option agreement (the "Agreement") with Messieurs Duffitt and Strong ("Duffitt and Strong") to acquire a 100% undivided interest in 2 exploration licenses (the "Duffitt and Strong Property") totaling 7 claims or approximately 175 hectares near its Pine Cove mine. The Duffitt and Strong Property is contiguous and inclusive in the Pine Cove Project. The Agreement requires the Company to pay to Duffitt and Strong $20,000 at closing (paid) and to fund expenditures over the life of the option to a minimum of $125,000. The Agreement also entitles Duffitt and Strong to an NSR of 3% to an aggregate sum of $3 million; following this and after 200,000 ounces of gold has been sold from the Duffitt and Strong Property, Duffitt and Strong are then entitled to 1% NSR.

Operations overview

During the year ended May 31, 2013, the gold sales volume of 14,879 ounces represented a 24% increase over the same period in 2012. Average sales price for the year was $1,625 per ounce versus $1,662 per ounce for the year of fiscal 2012, a 2% decrease. As a result of the higher sales volume, gross revenue during the year ended May 31, 2013, of $24,173,439, was significantly higher than the same period in the previous fiscal year by $4,266,683. The higher overall gold output compared to the previous year was a result of higher grade and recovery.

The following table summarizes the key operating metrics for fiscal 2013 and 2012.

	May 31 2013	May 31 2012
OPERATING STATISTICS:		
Mill		
Operating days	323	314
Availability	**87%**	85%
Dry tonnes processed	**287,747**	286,139
Tonnes per 24-hour period	**890**	925
Grade (grams per tonne)	**1.99**	1.81

Overall mill recovery	**83%**	80%
Gold sales volume (troy oz.)	**14,879**	11,978
Mine		
Operating days	**234**	239
Ore production (tonnes)	**309,059**	272,854
Waste production (tonnes)	**1,649,408**	1,306,163
Total production (tonnes)	**1,958,467**	1,579,017
Waste: Ore ratio	**5.34**	4.80

Milling operations

The Pine Cove mill operated for 323 days during the year at 87% availability. The mill processed 287,747 dry tonnes of ore (890 tonnes per operating day) at an average head grade of 1.99 grams per tonne ("g/t"), higher than the 1.90 g/t projected for the year. Overall mill recovery averaged 83% for the year, which was on budget.

Mill availability and throughput was best in the second and fourth quarters when there were no significant weather issues or maintenance down time. In the first quarter, the mill was down in August 2012 for a two week maintenance period, slightly longer than planned. In the third quarter, significant snowfall followed by extended periods of rain and freezing rain contributed to some mechanical failures and lower availability of the crushing plant during the winter. In addition, there were two weather-related power outages/incidents causing site shutdowns. Subsequent mechanical improvements together with an extension in the crushing schedule alleviated availability issues going into the final quarter of fiscal 2013. These improvements allowed the site to achieve crushing capacity in excess of the mill capacity. Consequently, the site maintained consistent feed to the ball mill and several days of crushed ore for unscheduled mechanical downtime. The following table summarizes the key mill operating statistics for the year ended May 31, 2013.

	Q1 '13	Q2 '13	Q3 '13	Q4 '13	Total/Avg.
OPERATING STATISTICS:					
Operating days	74	86	77	86	**323**
Availability	77%	94%	85%	94%	**87%**
Dry tonnes processed	62,865	76,292	63,822	84,768	**287,747**
Tonnes per 24-hour period	854	884	830	982	**890**
Grade (grams per tonne)	1.84	1.76	2.17	2.18	**1.99**
Overall mill recovery	84%	83%	83%	84%	**83%**
Gold sales volume (troy oz.)	**4,217**	**3,194**	**3,101**	**4,367**	**14,879**

Mining operations

Mining activities operated for a total of 234 days during the year and excavated a total of 1,958,467 tonnes of ore and waste. Ore production totaled approximately 309,000 tonnes which was right at budget, while waste was approximately 1,649,000 tonnes for a strip ratio of 5.3 : 1, also very close to plan. Operating days were reduced in the final two quarters as a result of over production relative to budget in the first two quarters. The following table summarizes the key mine operating statistics for the year ended May 31, 2013.

	Q1 '13	Q2 '13	Q3 '13	Q4 '13	Total/Avg.
OPERATING STATISTICS:					
Operating days	66	64	52	52	**234**
Ore production (tonnes)	**88,159**	**61,172**	**86,025**	**73,703**	**309,059**
Waste production (tonnes)	517,021	494,856	335,669	301,862	**1,649,408**
Total production (tonnes)	605,180	556,028	421,694	375,565	**1,958,467**
Waste: Ore ratio	**5.86**	**8.09**	**3.90**	**4.10**	**5.34**

Exploration

The Company, through a combination of staking and option agreements holds mineral exploration rights to approximately 4,785 hectares comprising the Pine Cove Project. These rights cover highly prospective rocks of the Point Rousse ophiolite complex which is known to host "Mother-Lode-Style" gold mineralization. The fiscal 2013 exploration program had three objectives:

1) to re-evaluate the exploration potential immediately north and west of the Pine Cove deposit;
2) to identify trenching and diamond-drill targets regionally across the Pine Cove Project; and
3) to obtain a bulk sample from the Romeo and Juliet prospect for metallurgical testing.

1. **Pine Cove Down-Dip and Western Extension Exploration:** Historic drilling immediately north of the Pine Cove deposit indicated potential for additional gold mineralization down-dip of the Pine Cove deposit. In 2011 and 2012, drilling was completed approximately 100 meters north of the mine. Drill hole PC-11-181 intersected 2.50 grams per tonne gold over 40.8 meters and PC-12-189 intersected 32 meters grading 0.848 grams per tonne. During the fiscal year, the Company completed a twenty-hole, 3,296-metre program successfully exploring the area immediately west and down-dip of the Pine Cove deposit. Subsequent to the end of fiscal 2013, a review and compilation of diamond-drill results from the winter drill program was completed. A detailed structural interpretation was recommended to guide future exploration efforts. A structural study of the Pine Cove mine area was initiated in late July, 2013. Results are anticipated by the fall of 2013.

   Highlights:

   Western Extension Area
   - Hole PC-13-196 intersected 11.4 metres of 2.19 grams per tonne ("g/t") gold from a depth of 26.6 meters;
   - Additional mineralization in hole PC-13-196 was intersected at 63.9 metres and again at 96.0 metres;
   - Hole PC-13-202 intersected 26.87 metres of 1.81 g/t from a depth of 73 metres and 12.7 metres of 1.28 g/t gold from a depth of 108.9 metres;
   - Hole PC-13-210 intersected 41 metres of 2.34 g/t gold from a depth of 51 metres;

   Down-dip Extension Area
   - Hole PC-13-195 intersected 12.06 metres of 3.32 g/t gold from a depth of 168.66 metres;
   - Hole PC-13-199 intersected 3.06 metres of 7.69 g/t gold from a depth of 147.2 metres:
   - Four, widely spaced drill holes all intersected mineralization up dip from PC-11-181, which assayed 2.50 g/t gold over a core length of 40.8 metres (Anaconda Press Release, July 27, 2011); and

2. **Regional Exploration:** Past mineral exploration activities in the Ming's Bight area on the Baie Verte Peninsula, dating mainly from the period 1985-1990, resulted in an extensive collection of archived data that includes more than 30,000 gold-in-soil geochemical analyses. Much of this data has never been adequately followed up and many anomalies have not been explained. Compilation and digitizing of this historic geophysical and soil geochemical data was initiated by Tenacity and completed by Anaconda. Prospecting teams have followed up much of the historic soil data and completed infill sampling in some areas.

   As a result of the positive sampling results, trenching targets have been identified in the Ming's Bight and Goldenville areas. Because of positive sampling results from the Goldenville area, Anaconda optioned three mineral licenses from local prospectors (Press Release dated December 11, 2012) and now controls a 4-kilometer strike length of the Goldenville iron formation.

   Trenching has also been completed in the Pine Cove North area. Three trenches exposed shear-related, strongly silicified and iron-carbonitized mafic volcanic rocks locally containing disseminated pyrite. These altered zones are anomalous in gold over exposed trench lengths of greater than 30 meters with assay values up to 820 ppb over one meter channel intervals.

   Additional work is planned for both the Pine Cove North and Goldenville areas.

   In June, after the fiscal year end, Fugro Airborne Services completed a helicopter-borne Electromagnetic/Magnetic survey over the entire Pine Cove Project. The Dighem EM/Horizontal Magnetic Gradiometer survey targeted ophiolitic and cover sequence rocks of the Point Rousse Complex. The survey covered approximately 700 line kilometers at a flight line spacing of 75 meters. The data will be used in conjunction with archived gold-in-soil geochemical data and prospecting to further delineate exploration targets.

3. **Romeo and Juliet Bulk Sample:** The Romeo and Juliet prospect is a gold-bearing quartz vein system located 1.5 kilometers northwest of the Pine Cove mine. The veins were discovered in 1988 and have been trenched and tested by 18 shallow diamond-drill holes. The veins contain very fine, free gold making sampling a challenge ("nugget effect") as historic chip and channel samples returned quite variable assay values including 1.15 grams per tonne gold over 6 metres from the Romeo zone up to 23 grams per tonne over 1.0 metre from the Juliet zone. In 1993, a 10-tonne "mini" bulk sample was collected from the Juliet zone and 3,035 kilograms were processed returning a head grade of 36.68 grams per tonne gold (this data is historic in nature and has not been verified by the Company). In August 2012, 24 grab samples were collected from the Juliet zone and assay results ranged from a low of 10 parts-per-billion gold up to 130.7 grams per tonne gold. In the late fall of 2012 Anaconda extracted a 1,000-tonne bulk sample from the Juliet zone and stockpiled the broken quartz vein material at the Pine Cove mine where it was crushed.

   Five representative samples of crushed quartz, averaging 12.6 kg, were processed at Accurassay Laboratories in Thunder Bay by cyanide extraction (bottle roll testing). The weighted average assay of the five samples is 5.71 g/t gold and is representative of the gold grade within the near surface portion of the Juliet zone where the bulk sample was extracted. Table 1 contains the head grade assay results for the five samples.

Table 1. Gold head grade assay results from Anaconda's Romeo and Juliet bulk sample.

Sample	Mass (grams)	Grade (g/t gold)
68956	11,842	6.32
68957	12,774	5.14
68958	12,299	5.15
68959	13,061	4.91
68960	13,018	7.05

Romeo and Juliet Project Plan

The Company initiated metallurgical testing and pilot milling of the Romeo and Juliet material. Ideally, the quartz vein hosted mineralization would supplement the current sulfide hosted mineralization to maximize the current circuit configuration of the mill. The Company is also planing to calculate a preliminary resource estimate after receiving the results from the 2,000 metre in-fill diamond-drill program that was initiated in July and completed by mid-August, 2013. Pending a favorable resource estimate, Anaconda is considering an underground exploration program, to better define grades and geometry.

The information in this MD&A has been reviewed and approved by David Evans, P. Geo., with Silvertip Exploration Consultants Inc., a "Qualified Person" under National Instrument 43-101.

Results of operations

For the year ended May 31, 2013

Revenue

The Company primarily derives its revenue from the sale of gold from its Pine Cove Project. For the year ended May 31, 2013, the Company generated $24,173,439 in revenue at an average sales price of $1,625 per ounce. Revenue increased approximately 21% from last year, due to a 24% increase in sales volume and a 3% drop in average sales price.

Cost of sales and gross margin

For the year ended May 31, 2013, cost of sales was $16,544,046 yielding a gross margin of $6,910,203 (28.5% gross margin percentage) compared to the prior year, which generated a cost of sales of $12,588,306 yielding a gross margin of $6,724,371 (33.7% gross margin percentage). One time expense items such as thickener repairs ($115,000), unusual crusher downtime costs ($80,000), extra crusher operations ($216,000) and crusher maintenance ($450,000) account for the increase in milling costs. Mining costs increased because of a higher strip ratio in fiscal 2013 versus fiscal 2012 as well as the removal of Pasture Pond removal, which cost approximately $270,000.

Administrative expenses

Corporate administration expenses consist of consulting/professional fees, corporate salaries/benefits, office and general, representation and travel, regulatory related costs. For the year ended May 31, 2013, administrative expenses totaled $2,319,332 compared to $2,252,928 in 2012.

Exploration and evaluation assets

For year ended May 31, 2013, the Company spent approximately $1,023,000 at the Pine Cove Project on activities as described above.

Net income
Net income for the year ended May 31, 2013 was $7,438,629 or $0.04 per share compared with net income of $3,298,063 or $0.02 per share for the year ended May 31, 2012. Net income increased as a result of the recording of a deferred income tax recovery provision of $3,978,000. Included in 2012 was a gain on sale of the Chilean mining interest of $977,811.

Fourth quarter
Revenue
For the three months ended May 31, 2013, the Company generated $6,780,307 in revenue at an average sales price of $1,552 per ounce. Revenue increased approximately 10% from the same quarter last year, due to a 16% increase in quarter over quarter sales volume and a decrease in the average selling price of 6% from the fourth quarter of fiscal 2012.

Cost of sales and gross margin
For the three months ended May 31, 2013, cost of sales was $4,157,998 yielding a gross margin of $2,359,537 (33.5% gross margin percentage) compared to the prior year's fourth quarter, which generated a cost of sales of $3,317,637 yielding a gross margin of $2,125,018 (a 35% gross margin percentage).

Administrative expenses
For the three months ended May 31, 2013, administrative expenses totaled $720,878 compared to $519,993 for the same period in 2012. The change in administrative expenses is primarily a result of increased personnel costs.

Net income
Net income for the three months ended May 31, 2013 was $4,942,379 or $0.025 per share compared to net income of $889,396 or $0.005 per share for the three months ended May 31, 2012. Net income for the three months ended May 31, 2013 was significantly higher than the same period in fiscal 2012 due to the recording of a deferred income tax recovery of $3,978,000.

Selected annual information

Year ended May 31	**2013**	2012	2011
	$	$	$
Total assets	**25,387,604**	21,044,629	23,320,744
Long term liabilities	**1,288,151**	4,488,260	6,129,617
Shareholders equity	**21,356,836**	13,527,818	7,491,196
Total revenues	**24,173,439**	19,905,756	7,325,083
Net income (loss) for the year	**7,438,629**	3,298,063	(9,233,911)
Net income (loss) per share - basic[1]	**0.04**	0.02	(0.08)
Net income (loss) per share - fully-diluted[1]	**0.04**	0.02	(0.09)

Long term liabilities decrease over the most recent three fiscal years as a result of paying down all non-current interest bearing debt to zero. Total revenues have increased year over year as a result of achieving full year operations in 2013 and more consistent grade and recovery in 2013.

Summary of quarterly results

	May 31 2013 $	February 28 2013 $	November 30 2012 $	August 31 2012 $
Total assets	25,387,604	21,461,311	21,170,350	21,900,073
Long-term liabilities	1,288,151	1,313,219	1,338,287	3,854,117
Shareholders' equity	21,356,836	16,220,179	15,289,609	15,101,129
Total revenues	6,780,307	5,137,269	5,395,563	6,860,300
Net income (loss)	4,942,984	857,267	126,034	1,512,849
Net income (loss) per share - basic[1]	0.025	0.005	0.001	0.009
Net income (loss) per share - fully-diluted[1]	0.025	0.005	0.001	0.008

	May 31 2012 $	February 29 2012 $	November 30 2011 $	August 31 2011 $
Total assets	21,044,630	23,139,184	20,086,585	20,720,129
Long-term liabilities	4,488,260	7,779,850	7,461,408	7,425,817
Shareholders' equity	13,527,818	11,691,630	6,004,859	6,237,698
Total revenues	6,035,734	5,558,524	3,792,044	4,519,454
Net (loss)	(889,397)	5,789,191	(790,073)	(811,659)
Net (loss) per share - basic[1]	(0.005)	0.033	(0.004)	(0.005)
Net income (loss) per share - fully-diuted[1]	(0.005)	0.031	(0.004)	(0.005)

[1] In periods of loss, net loss per share basic and fully-diluted are the same, as inclusion of options and/or warrants would be anti-dilutive.

Liquidity, working capital and capital resources

As at May 31, 2013, the Company had cash and cash equivalents of $466,899 (May 31, 2012 - $678,568) and net working capital of $1,333,047 (May 31, 2012 – a deficit of $348,172), an accumulated deficit of $15,745,856 (May 31, 2012 - $27,540,655) and positive cash flow from operations for the year ended May 31, 2013 of $6,416,063 (Year ended May 31, 2012 – $2,427,860).

The Company's primary source of cash during the year ended May 31, 2013 was sales of gold production from its Pine Cove Project. The Company's primary uses of cash include cash costs of gold production, capital expenditures, exploration costs, and debt service costs. Anaconda's ability to continue to grow its business is dependent on its ability to continue to generate cash from its primary sources in excess of its primary uses.

Operating activities
During the year ended May 31, 2013, the Company generated cash flow from operations of $6,416,063. Trade and other receivables decreased by $3,265, HST receivable increased by $207,165, prepaid expenses and deposits increased $189,706, inventory balances decreased by $310,653, as a result of a decrease in raw material stockpiles, and trade and other payables increased by $99,066.

Investing activities
Changes to investing activities during the year ended May 31, 2013 are:

- Additions to property, mill and equipment of $1,665,632, including the purchase of a sulphur analyzer, computer software, costs of the tailings dam upgrade, dust control system and construction of the waste dump south of the mill;

- Additions to exploration and evaluation assets of $1,023,074 related to exploration programs mentioned above, and;
- An increase in restricted cash of $128,540 due to the posting of an environmental bond related to the removal of Pasture Pond from the ultimate pit area.

Financing activities
The Company's loans and debentures and government loans were repaid during the year ended May 31, 2013 in the amount of $4,054,727. All interest bearing debt was paid off shortly after year end. There was an exercise of 3,053,020 warrants generating $244,240.

As at May 31, 2013, the capital structure of the Company consisted primarily of all the components of shareholders' equity and government issued loans. To adjust or maintain its capital structure, the Company may adjust the amount of any of its debt through repayment, or may enter into new credit facilities or issue new common shares.

Over the balance of the fiscal year, the Company has payment requirements against outstanding accounts payable and accrued liabilities of $2,569,385. In addition, the Company has a total of $262,338 in government loans that come due by December 14, 2014.

Remuneration of key management and transactions with related parties

Key management personnel include the members of the Board of Directors, the President/CEO and the CFO. Compensation of key management personnel (including directors) was as follows:

For the year ended May 31,	**2013**	2012
	$	$
Salaries and short term benefits [1]	**789,765**	373,522
Post-employment benefits [2]	**-**	-
Share based payments [3]	**114,393**	253,492
	904,158	627,014

[1] Includes salary, management bonus, benefits and directors fees paid during the years ended May 31.
[2] Includes termination benefits.
[3] Includes share based payments vested during the period.

The Company incurred interest expense for the year ended May 31, 2013 of $183,754 of which $78,002 related to non-cash interest accretion on the valuation of the conversion feature of the convertible loan payable to Thorsen-Fordyce Merchant Capital Inc. ("Thorsen"). Thorsen is controlled by Lewis Lawrick, a director of the Company.

Raven Hill Partners Inc. ("Raven Hill") charged Anaconda a total of $256,500 with respect to corporate administration and accounting services provided by employees of Raven Hill, $210,000 in rent for the Company's head office, and $49,000 for investor relations costs for the year ending May 31, 2013. Raven Hill is beneficially owned by Lewis Lawrick and Dustin Angelo, directors of the Company.

As at May 31, 2013, included in trade and other payables is $41,500 (May 31, 2012 - $154,190) of amounts due to related parties for directors' fees, unpaid interest and consulting costs.

Capital management and off-statement-of-financial-position transactions

The Company's capital structure is adjusted based on management and the Board of Directors' decision to fund expenditures, outside of operating cash flow, with the issuance of debt or equity such that it may complete the acquisition, exploration and development of properties for the mining of minerals that are economically recoverable. The Board of Directors does not establish quantitative return on capital criteria, but rather relies on the expertise of management and other professionals to sustain future development of the business.

The Company would supplement its Pine Cove Project cash flow and raise funds externally as and when required to finance obligations or complete projects. There is no assurance that the Company will be able to raise additional funds on reasonable terms. The sources of future funds available to Anaconda are cash flow from operations, the exercise of outstanding stock options and/or warrants, the sale of equity capital of the Company, the issuance of further loans and/or debentures or the sale by Anaconda of an interest in any of its properties in whole or in part. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that Anaconda will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended May 31, 2013. The Company is not subject to externally imposed capital restrictions.

Critical accounting policies and estimates

Significant accounting judgments and estimates
The preparation of these Financial Statements requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. The most significant estimates relate to asset retirement obligations, the useful lives of property, mill and equipment, profitability of future operations as impacting realization of tax losses, life of Pine Cove mine as impacting depletion expense, recoverability of property, mill and equipment and exploration and evaluation assets and the valuation of share-based payments. The most significant judgements relate to recognition of deferred tax assets and liabilities, assessment of the going concern assumption and the determination of the economic viability of a project.

Share-based payment transactions
Employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

In situations where equity instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment.

Equity-settled transactions
The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and at the end of that period and the corresponding amount is represented in share option reserve.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

The dilutive effect of outstanding options is reflected as additional dilution in the computation of earnings per share.

Impairment of long-lived assets
Management periodically reviews the carrying value of mineral properties and deferred exploration costs to consider whether there are any conditions that may indicate impairment. Where estimates of future cash flows are available, a reduction in the carrying value is recorded to the extent the net book value of the investment exceeds the estimated fair value which is normally the discounted value of future cash flows. Where estimates of future cash flows are not available and where other conditions suggest impairment, management assesses if carrying value can be recovered and provided for impairment if so indicated, by reducing the carrying value of the property to its estimated fair value.

Depletion and amortization
Property and mill are recorded at costs and amortized using the "units-of-production" basis and the calculated amounts will be charged to the income statement over the useful life of the mine.

Office furniture, fixtures and equipment and leasehold improvements are recorded at cost and are amortized on a declining balance basis at a rate of 20% per year.

Financial instruments
All financial assets and liabilities are initially recognized at fair value. In subsequent periods, financial assets and liabilities which are held for trading are recorded at fair value with gains and losses recognized in net income; financial assets which are loans and receivables or held to maturity are recorded at amortized cost using the effective interest rate method and gains and losses recognized in net income; financial assets which are available for sale are recorded at fair value with gains and losses recognized (net of applicable taxes) in other comprehensive income; financial liabilities that are not held for trading are recorded at amortized cost using the effective interest rate method and recognized in net income.

Financial instruments require disclosure about inputs to fair value measurements within fair value measurement hierarchy as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

- Level 3: Inputs for the assets or liabilities that are not based on observable market data.

Fair value
The Company has designated its cash and cash equivalents as FVTPL, which are measured at fair value. The Company's other financial assets have been classified for accounting purposes as available-for-sale, which are measured at fair value. Trade and other receivables, due from related parties and prepaid expenses and deposits are classified for accounting purposes as loans and receivables, which are measured at amortized cost which equals fair value. Trade and other payables, and due to related parties are classified for accounting purposes as other financial liabilities, which are measured at amortized cost, which also equals fair value. Fair values of trade and other receivables, prepaid expenses and deposits, due to and from related parties and trade and other payables are determined from transaction values which were derived from observable market inputs. Fair values of other financial assets are based on Level 1 measurements and the remaining financial instruments are based on Level 2 measurements.

As at May 31, 2013, the carrying and fair value amounts of the Company's financial instruments are approximately equivalent due to the relatively short periods to maturity of these investments.

Fair value estimates are made at a specific point in time, based on relevant market information and information about financial instruments. These estimates are subject to and involve uncertainties and matters of significant judgment, therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Dividends

The Company has neither declared nor paid any dividends on its common shares. The Company intends to retain its earnings, if any, to finance growth and expand its operation and does not anticipate paying any dividends on its common shares in the foreseeable future.

Risks and uncertainties

Readers should consider carefully the following risks and other information included in the Company's historical consolidated financial statements and related notes. The risks below are not the only ones facing the Company. Additional risk factors may be found in the Company's other public filings on *SEDAR at www.sedar.com.* As well, risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. If any of the following risks actually occur, the Company's business, financial condition and operating results could be adversely affected. As a result, the trading price of the Company's outstanding shares could decline and investors could lose part or all of their investment.

Financial risks
Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The credit risk is primarily attributable to cash, trade and other receivables, HST receivable, and prepaid expenses and deposits. Cash is held with a tier A Canadian chartered bank and as such management believes the risk of loss to be minimal.

Trade and accounts receivable may also consist of amounts due from the Company's metals broker regarding processed gold and silver enroute to the broker. Management believes the credit risk associated with the financial instruments contained in trade and accounts receivable is minimal.

Financial instruments included in due from related parties include reimbursement of office costs and rent. The credit risk associated with these financial instruments is limited to the carrying value, being $97,711 at May

31, 2013.

Liquidity risk
As at May 31, 2013, the Company had a net working capital of $1,333,047. The Company utilized the cash flow generated from the Pine Cove Project's operations. If necessary, the Company may seek financing for capital projects or general working capital purposes. As discussed previously, there can be no assurance that Anaconda will be successful in its efforts to arrange additional financing on terms satisfactory to the Company.

At May 31, 2013, the carrying value and fair value amounts of the Company's financial instruments are approximately equal.

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity prices and/or stock market movements (price risk).

Interest rate risk
The Company has no interest-bearing assets and only fixed-interest debts. Anaconda invests excess cash, when available, in a cashable money market account. Anaconda periodically monitors the investments it makes and is satisfied with the creditworthiness of its cash investments.

Foreign currency risk
The Company's functional currency is the Canadian dollar. The Company sells its gold production and transacts business using the Canadian dollar.

Some of the operational and other expenses incurred by the Company are paid in US dollars. The assets and liabilities of the Company are recorded in Canadian dollars. As a result, fluctuations in the US dollar against the Canadian dollar could result in unanticipated and material fluctuations in the financial results of the Company. The Company has no plans for hedging its foreign currency transactions.

Price risk
The Company is exposed to price risk with respect to commodity prices. Commodity price risk is the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices as it relates to minerals (and specifically, gold) to determine the appropriate course of action to be taken by the Company. The Company is further exposed to price risk as it enters into gold sales forward contracts, from time to time.

Derivatives – mineral properties
The Company retains and/or has obligations related to certain carried interest rights and net smelter royalties ("NSR"), the value of which is derived from future events and commodity prices. These rights are derivative instruments. However, the mineral property interests to which they relate are not sufficiently developed to reasonably determine value.

Capital requirements
The Company may not have a source of funds to continue current operations or to engage in additional exploration and development which may be necessary to develop its properties, other than the exercise of stock options, the exercise of warrants, and further financings. No assurance can be given that the Company will be successful in obtaining the required financing on acceptable terms, if at all.

Requirement of additional financing
The exploration and development of the Company's properties, including continuing exploration and development projects, and the construction of mining facilities, the commencement of new mining operations and the continuation of ongoing mining operations may require substantial additional financing. Failure to obtain sufficient financing will result in a delay or indefinite postponement of exploration, development or production on any or all of the Company's properties or even a loss of a property interest. Sources of funds now available to the Company are limited.

Additional financing may not be available when needed or, even, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders or sale or other dispositions of an interest in any of the Company's assets or properties. Failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations

Risks factors of the business
The Company's operations will be subject to all of the hazards and risks normally incidental to exploring, developing and exploiting natural resources. Some of these risks include:

- environmental hazards;
- industrial accidents;
- labour disputes;
- unusual or unexpected geologic formations or other geological or grade problems;
- unanticipated changes in metallurgical characteristics and recovery;
- unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts;
- periodic interruptions due to bad or hazardous weather conditions and other acts of God; and
- unfavourable operating conditions.

Any of these risks and hazards could adversely affect the Company's exploration or mining activities resulting in:

- an increase in the cost of exploration, development or production to a point where it is no longer economically feasible to continue;
- a project being infeasible to continue;
- the Company writing down the carrying value of one or more properties or mines;
- delays or a stoppage in the exploration, development or production of the projects;
- damage to or destruction of mineral properties or processing facilities; and/or
- personal injury, death and/or legal liability.

Any of these results may have a material adverse effect on the Company's financial condition, results of operations and future cash flows.

Mining industry risks
The exploration for and development of mineral deposits involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Substantial expenses may be required to locate and establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration programs planned by the Company or its joint venture partners will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are inherently cyclical and cannot be predicted with certainty; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. As a result,

it is possible that actual costs and economic returns will differ significantly from those currently estimated for these projects.

In addition, it is also not unusual in mining operations to experience unexpected problems both during the start-up and during ongoing operations. To the extent that unexpected problems occur affecting the production in the future, the Company's revenues may be reduced, costs may increase and the Company's profitability and ability to continue its mining operation may be adversely affected.

Environmental risks and hazards
All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that existing or future environmental regulation will not materially adversely affect the Company's business, financial condition and results of operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties. Government approvals and permits are currently, or may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from proceeding with planned exploration, development or production of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations, including the Company, may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs, reduction in levels of production at producing properties, or abandonment or delays in development of new mining properties.

Governmental regulation of the mining industry
The mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards, employment and occupational health, mine safety, use of water, toxic substances and waste disposal, environmental and other matters. Mining and exploration activities are also subject to various laws and regulations relating to protection of the environment. Although the Company believes that its exploration and production activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail production or development. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a material adverse effect on the business, financial condition and results of operations of the Company.

Title matters
The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral concessions may be disputed. Although the Company believes it has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to any of its properties will not be challenged or impaired. Third parties may have valid claims underlying portions of the Company's interests.

Licenses and permits
The operations of the Company may require licenses and permits from various governmental authorities. Obtaining necessary permits and licenses can be a complex, time consuming process and the Company cannot be certain that it will be able to obtain necessary permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop, delay or restrict the Company from proceeding with the development of an exploration project or the development and operation of a mine. Any failure to comply with applicable laws and regulations or permits could result in interruption or closure of exploration, development or mining operations, or fines, penalties or other liabilities. The Company could also lose its mining concessions under the terms of its existing agreements.

Fluctuations in the market price of mineral commodities
The profitability of the Company's operations will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of mineral commodities has fluctuated widely in recent years, and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and results of operations.

Furthermore, reserve calculations and life-of-mine plans using significantly lower metal prices could result in material write-downs of the Company's investment in mining properties and increased amortization, reclamation and closure charges.

In addition to adversely affecting the Company's reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Infrastructure
Exploration, development and operating activities depend on adequate infrastructure, including reliable roads, power sources and water supply. The Company's inability to secure adequate water and power resources, as well as other events outside of its control, such as unusual weather, sabotage, government or other interference in the maintenance or provision of such infrastructure, could adversely affect the Company's operations and financial condition.

Increase in production costs
Changes in the Company's production costs could have a major impact on its profitability. Its main production expenses are contractor costs, materials, personnel costs and energy. Changes in costs of the Company's mining and processing operations could occur as a result of unforeseen events, including international and local economic and political events, a change in commodity prices, increased costs (including oil, steel and diesel) and scarcity of labour, and could result in changes in profitability or reserve estimates. Many of these factors may be beyond the Company's control.

The Company relies on third party suppliers for a number of raw materials. Any material increase in the cost of raw materials, or the inability by the Company to source third party suppliers for the supply of its raw materials, could have a material adverse effect on the Company's results of operations or financial condition.

Uncertainty in the estimation of mineral reserves and mineral resources
To extend the lives of its mines and projects, ensure the continued operation of the business and realize its growth strategy, it is essential that the Company continues to realize its existing identified reserves, convert resources into reserves, develop its resource base through the realization of identified mineralized potential, and/or undertake successful exploration or acquire new resources.

The figures for mineral reserves and mineral resources contained in NI 43-101 technical reports and other filings of the Company made on SEDAR at www.sedar.com are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized or that mineral reserves could be mined or processed profitably. Actual reserves may not conform to geological, metallurgical or other expectations, and the volume and grade of ore recovered may be below the estimated levels. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any reserve or resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies or the processing of new or different ore grades, may cause the mining operation to be unprofitable in any particular accounting period. In addition, there can be no assurance that gold recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. Lower market prices, increased production costs, reduced recovery rates and other factors may result in a revision of its reserve estimates from time to time or may render the Company's reserves uneconomic to exploit. Reserve data are not indicative of future results of operations. If the Company's actual mineral reserves and resources are less than current estimates or if the Company fails to develop its resource base through the realization of identified mineralized potential, its results of operations or financial condition may be materially and adversely affected. Evaluation of reserves and resources occurs from time to time and they may change depending on further geological interpretation, drilling results and metal prices. The category of inferred resource is often the least reliable resource category and is subject to the most variability. The Company regularly evaluates its resources and it often determines the merits of increasing the reliability of its overall resources.

Uncertainty relating to inferred mineral resources
Inferred mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to proven and probable mineral reserves as a result of continued exploration.

Need for additional reserves
Given that mines have limited lives based on proven and probable reserves, the Company must continually replace and expand its reserves at its gold mines. The life-of-mine estimates included contained in NI 43-101 technical reports and other filings of the Company made on SEDAR at www.sedar.com may not be correct. The Company's ability to maintain or increase its annual production of gold will be dependent in significant part on its ability to bring new mines into production and to expand reserves at existing mines.

History of profitability
The Company has a limited history of profitability and a shareholder deficit of $15,276,257 as at May 31, 2013. However, cash flows generated from the operations of the Pine Cove Project are currently sufficient to fund all of the Company's ongoing working capital requirements, corporate and administrative expenses, debt service, capital expenditure requirements and other contractual obligations. There can be no assurance that the operations of the Company will be profitable in the future. The Company has limited financial resources and may require additional financing to further explore, develop, operate, acquire and retain its property interests and if financing is not available for any reason, the Company may become unable to acquire and retain its mineral concessions and carry out its business.

Uninsured risks
The Company does not carry insurance to protect against certain risks. Risks not insured include environmental pollution, earthquake damage, mine flooding or other hazards against which the Company, cannot insure or against which the Company may elect not to insure because of high premium costs or other reasons. Failure to have insurance coverage for any one or more of such risks or hazards could have a material adverse effect on the Company's business, financial condition and results of operations.

Competition
The mining industry is intensely competitive in all of its phases and the Company will compete with many companies possessing greater financial and technical resources than itself. Competition in the base and precious metals mining industry is primarily for: mineral rich properties which can be developed and produced economically; the technical expertise to find, develop, and operate such properties; the labour to operate the properties, and; the capital for the purpose of funding such properties. Many competitors not only explore for and mine precious metals, but also conduct refining and marketing operations on a world-wide basis. Such competition may result in the Company being unable to acquire desired properties (due to the auction process involved in property acquisition), to recruit or retain qualified employees or to obtain the capital necessary to fund its operations and develop its properties. Existing or future competition in the mining industry could materially adversely affect the Company's prospects for mineral exploration and success in the future. An inability to obtain the capital necessary to fund its operations and develop its properties may cause the Company to not satisfy the requirements under the option agreements pursuant to which it holds its interest in the properties. Further, increased competition can result in increased costs and lower prices for metal and minerals produced and reduced profitability. Consequently, the revenues of the Company, its operations and financial condition could be materially adversely affected.

Instability of political and economic environments
The mining interests of the Company may be affected in varying degrees by political or economic stability. Associated risks include, but are not limited to: terrorism, military repression, extreme fluctuations in currency exchange rates and high rates of inflation. Any change in regulations or shifts in political attitudes are beyond the control of the Company and may materially adversely affect its business, financial condition and results of operations. Operations may also be affected in varying degrees by such factors as government regulations (or changes thereto) with respect to the restrictions on production, export controls, income taxes, expropriation of property, repatriation of profits, land use, environmental legislation, water use, land claims of local people, and mine safety. The effect of these factors cannot be accurately predicted.

The Company has material contingent assets located in Chile and, as such, a substantial portion of the Company's business is exposed to various degrees of political, economic and other risks and uncertainties. Although Chile has a mature and stable political system and enjoys one of the best country risk ratings of the region, there is always the potential for changes in mining policies or shifts in political attitude towards foreign investment in natural resources. Changes, even if minor in nature, may adversely affect the Company's operations.

Repatriation of earnings
There is no assurance that Chile or any other foreign country in which the Company or its subsidiaries may operate in the future will not impose restrictions on the repatriation of earnings to foreign entities.

Dependence upon key management personnel and executives
The Company will be dependent upon the continued support and involvement of a number of key management personnel. The loss of the services of one or more of such personnel could have a material adverse effect on the Company. The Company's ability to manage its exploration, development and operating activities and, hence, its success, will depend in large part on the efforts of these individuals. The Company

faces intense competition for qualified personnel and there can be no assurance that the Company will be able to attract and retain such personnel.

Possible conflicts of interest of directors and officers of the Company
Certain of the directors and officers of the Company also serve as directors, officers and/or advisors of and to other companies involved in natural resource exploration and development. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. The Company expects that any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders, but there can be no assurance in this regard. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest or which are governed by the procedures set forth in the *Business Company's Act* (Ontario) and any other applicable law.

Absence of dividends
The Company has never paid a dividend on its shares, and does not expect to do so in the foreseeable future. Any future determination to pay dividends will be at the discretion of the board of directors of the Company and will depend upon the capital requirements of the Company, results of operations and such other factors as the board of directors considers relevant. Accordingly, it is likely that investors will not receive any return on their investment in the shares other than possible capital gains.

Risk of dilution
Under applicable Canadian law, shareholder approval is not required for the Company to issue shares in a number of circumstances. Moreover, the Company has commitments that could require the issuance of a substantial number of additional shares, in particular warrants exercisable into shares and options to acquire shares under the stock option plan of the Company. The future business of the Company will require substantial additional financing which will likely involve the sale of equity capital. The Company can also be expected to issue additional options, warrants and other financial instruments, which may include debt. Future issuances of equity capital may have a substantial dilutive effect on existing shareholders. The Company is not able at this time to predict the future amount of such issuances or dilution.

Disclosure of outstanding share information

The following table sets forth information concerning the outstanding securities of the Company as at August 22, 2013:

Common shares of no par value	Number
Shares	179,878,963
Options	14,840,000
Fully diluted shares outstanding	194,718,963

Disclosure controls and procedures and internal controls over financial reporting

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), on a timely basis so that appropriate decisions can be made regarding public disclosure. As at May 31, 2013, the Company's management, with the participation of the CEO and CFO, has evaluated the effectiveness of the Company's disclosure controls and procedures as defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings of the Canadian Securities Administrators and has concluded that such controls and procedures are effective.

Internal control over financial reporting

Management is responsible for certifying the design of the Company's Internal Control of Financial Reporting ("ICFR") as required by *Multilateral Instrument 52-109 – Certification of Disclosure in Issuers Annual and Interim Filings*. The Company's ICFR is intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable IFRS. ICFR should include those policies and procedures that establish the following:

- Maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of the Company's assets.
- Reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable IFRS.
- Receipts and expenditures are only being made in accordance with authorizations of management and the Board.
- Reasonable assurance regarding prevention or timely detection of unauthorized collection, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, ICFR may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Management, including the Chief Executive Officer and Chief Financial Officer, carried out an assessment of the design of the Company's ICFR using the *COSO Internal Control – Integrated Framework* and concluded, subject to the inherent limitation noted below, that the Company has sufficient controls to meet the requirements as stated above and that two weaknesses existed as at May 31, 2013, as disclosed below.

Segregation of duties

Segregation of duties is a basic, key internal control and one of the most difficult to achieve in a small company. It is used to ensure that errors or irregularities are prevented or detected on a timely basis by employees in the normal course of business. Due to the Company's small size and limited resources, a complete segregation of duties within the Company's accounting group cannot be fully achieved and a material weakness exists. The result is that the Company is highly reliant on the performance of mitigating procedures during the process of closing its financial statements in order to ensure the financial statements are presented fairly in all material respects. Management will identify and hire additional accounting resources where cost effective and when required. Where it is not cost effective to obtain additional accounting resources, management will review existing mitigating controls and, if appropriate, implement changes to its internal control processes whereby more effective mitigating controls will be adopted.

Complex and non-routine accounting transactions

Due to the Company's relative small size and limited resources a material weakness also exists with respect to a lack of full competencies in the areas of complex and non-routine accounting issues and transactions. As a result, there is risk that these transactions may not be recorded correctly and potentially result in a misstatement of the Financial Statements and such misstatements may be material in nature. Where the

Company identifies a transaction as potentially complex or non-routine, it has retained (and will continue to retain) the services of external experts to provide advice and guidance.

The Chief Executive Officer and the Chief Financial Officer have concluded however, that no material misstatements exist in the Company's financial reporting as at May 31, 2013.

There have been no changes in the Company's internal control over financial reporting during the three months ended May 31, 2013.

Cautionary note regarding forward-looking information

This document contains or refers to forward-looking information. Such forward-looking information includes, among other things, statements regarding targets, estimates and/or assumptions in respect of future production, mine development costs, unit costs, capital costs, timing of commencement of operations and future economic, market and other conditions, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to: the grade and recovery of ore which is mined varying from estimates; capital and operating costs varying significantly from estimates; inflation; changes in exchange rates; fluctuations in commodity prices; delays in the development of the any project caused by unavailability of equipment, labour or supplies, climatic conditions or otherwise; termination or revision of any debt financing; failure to raise additional funds required to finance the completion of a project; and other factors. Forward-looking statements are subject to significant risks and uncertainties and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and we assume no responsibility to update them or revise them to reflect new events or circumstances, except as required by law.

Additional information and continuous disclosure

This MD&A has been prepared as at August 22, 2013. Additional information on the Company is available through regular filings of press releases, financial statements, and the Company's AIF, on SEDAR (www.sedar.com) and on the Company's web site (www.anacondamining.com).

Management's responsibility

Management is responsible for all information contained in this MD&A. The Financial Statements have been prepared in accordance with International Financial Reporting Standards and include amounts based on management's informed judgments and estimates. The financial and operating information included in this MD&A is consistent with that contained in the Financial Statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Company's Board of Directors has reviewed with management and approved the Financial Statements and this MD&A.

"Dustin Angelo"	*"Errol Farr"*
Dustin Angelo	Errol Farr
President and Chief Executive Officer	Chief Financial Officer