ANACONDA MINING INC.

Interim Consolidated Financial Statements

(Unaudited)

Third Quarter and Nine Months Ended

February 28, 2010

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 consolidated 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.

Anaconda Mining Inc.
Consolidated Balance Sheets

As at	February 28, 2010	May 31, 2009
Assets	**$**	$
Current assets		
Cash and cash equivalents *(note 6)*	**1,110,239**	246,776
GST recoverable	**298,362**	70,557
Accounts receivable, prepaids and deposits	**45,953**	46,681
Subscriptions receivable	**-**	15,900
Due from related party	**-**	4,120
Inventory *(note 7)*	**375,264**	129,253
Restricted cash *(note 8)*	**133,329**	44,302
	1,963,147	557,589
Investment *(note 9)*	**374,850**	397,800
Restricted cash *(note 8)*	**777,381**	596,123
Mineral properties and deferred exploration expenditures *(note 10)*	**4,552,065**	5,045,833
Leasehold improvements *(note 11)*	**5,266**	7,749
Property , mill and equipment *(note 12)*	**12,351,670**	11,291,205
	20,024,379	17,896,299
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	**2,155,946**	2,099,983
Convertible loan *(note 14)*	**1,972,445**	1,898,072
	4,128,391	3,998,055
Convertible debentures *(note 15)*	**1,485,935**	1,445,574
Debentures *(note 16)*	**2,468,046**	-
Asset retirement obligations *(note 17)*	**787,416**	722,400
	8,869,788	6,166,029
Shareholders' equity		
Capital Stock *(note 19)*		
Common shares	**23,538,432**	23,303,314
Warrants	**1,639,703**	1,284,084
Contributed surplus *(note 20)*	**5,052,002**	4,561,475
Equity portion of convertible loans and debentures *(notes 14 & 15)*	**316,700**	316,700
Deficit	**(18,305,828)**	(16,668,503)
Accumulated comprehensive loss	**(1,086,418)**	(1,066,800)
	13,154,591	11,730,270
	20,024,379	17,896,299

Going concern *(note 1)*
Subsequent event *(note 22)*
The accompanying notes are an integral part of these interim consolidated financial statements
These interim consolidated financial statements have been approved by the Company's Board of Directors

Anaconda Mining Inc.

Consolidated Statements of Operations

	3 months ended		9 months ended	
	February 28, 2010	February 28, 2009	**February 28, 2010**	February 28, 2009
		Restated (note 4)		*Restated (note 4)*
Revenue	**$**	$	**$**	$
Sales	**2,684,721**	403,612	**10,324,920**	1,281,085
	2,684,721	403,612	**10,324,920**	1,281,085
Cost of goods sold				
Mill operations	**960,999**	597,950	**1,976,842**	1,897,924
Mining costs	**766,258**	167,852	**2,317,413**	532,771
Net smelter returns	**57,186**	-	**305,771**	-
Toll-milling costs	**1,070,394**	-	**3,651,562**	-
	2,854,837	765,802	**8,251,588**	2,430,695
Gross margin	**(170,116)**	(362,190)	**2,073,332**	(1,149,610)
Administrative expenses				
Office and general	**169,747**	10,445	**514,902**	244,625
Consulting and professional fees	**459,653**	25,035	**598,462**	439,968
Stock-based compensation	**(211,546)**	17,182	**92,160**	104,525
Representation and travel	**22,522**	(2,209)	**97,743**	49,462
Shareholder and regulatory reporting	**43,919**	33,220	**127,892**	82,397
Salaries and benefits	**96,451**	72,460	**216,503**	250,769
Interest expense	**348,503**	118,730	**698,236**	231,299
Project investigation costs	**8,011**	(73,768)	**57,787**	143,010
	937,260	201,095	**2,403,685**	1,546,055
Net income (loss) before exchange gains, amortization and write-downs	**(1,107,376)**	(563,285)	**(330,353)**	(2,695,665)
Foreign exchange gain (loss)	**46,448**	98,899	**(24,452)**	144,277
Depletion and amortization	**(413,412)**	-	**(553,749)**	-
Write-down of mineral properties and deferred exploration expenditures *(note 10)*	**(725,438)**	-	**(725,438)**	-
Net loss before income taxes	**(2,199,778)**	(464,386)	**(1,633,992)**	(2,551,388)
Future income (taxes) recoveries	**5,547**	-	**(3,333)**	(223,663)
Net loss	**(2,194,231)**	(464,386)	**(1,637,325)**	(2,775,051)
Net loss per share – basic and diluted[1]	**$(0.025)**	$(0.008)	**$(0.019)**	$(0.046)
Weighted average number of shares outstanding (000's) – basic and and diluted[1]	**88,455**	60,021	**88,193**	60,021

[1]In periods of net loss, inclusion of outstanding options and warrants is anti-dilutive

The accompanying notes are an integral part of these interim consolidated financial statements

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Anaconda Mining Inc.

Consolidated Statements of Deficit

	3 months ended		9 months ended	
	February 28, 2010	February 28, 2009	**February 28, 2010**	February 28, 2009
		Restated (note 4)		*Restated (note 4)*
	$	$	**$**	$
Deficit at beginning of period	**(16,111,597)**	(13,814,534)	**(16,668,503)**	(11,503,869)
Net loss	**(2,194,231)**	(464,386)	**(1,637,325)**	(2,775,051)
Deficit at end of period	**(18,305,828)**	(13,278,920)	**(18,305,828)**	(14,278,920)

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Anaconda Mining Inc.

Consolidated Statements of Comprehensive Loss

and Accumulated Comprehensive Loss

	3 months ended		9 months ended	
	February 28, 2010	February 28, 2009	**February 28, 2010**	February 28, 2009
		Restated (note 4)		*Restated (note 4)*
	$	$		
Net loss	**(2,194,231)**	(464,386)	**(1,637,325)**	(2,775,051)
Other comprehensive income (loss): Unrealized gain (loss) on available-for-sale investments net of tax benefit	**32,704**	-	**(19,618)**	(1,318,838)
Total comprehensive loss	**(2,161,527)**	(464,386)	**(1,656,943)**	(4,093,889)
Weighted average number of shares outstanding (000's) – basic and diluted[1]	**88,193**	60,021	**88,193**	60,021
Comprehensive loss per share - basic and fully diluted[1]	**$(0.025)**	$(0.008)	**$(0.019)**	$(0.068)

[1]In periods of a comprehensive loss, inclusion of outstanding options and warrants is anti-dilutive.

	3 months ended		9 months ended	
	February 28, 2010	February 28, 2009	**February 28, 2010**	February 28, 2009
	$	$		
Opening accumulated comprehensive loss	**(1,119,122)**	(1,143,538)	**(1,066,800)**	175,300
Unrealized gain (loss) on available-for-sale investments	**32,704**	-	**(19,618)**	(1,318,838)
Accumulated comprehensive loss	**(1,086,418)**	(1,143,538)	**(1,086,418)**	(1,143,538)

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Anaconda Mining Inc.

Consolidated Statements of Cash Flow

	3 months ended		9 months ended	
	February 28, 2010	February 28, 2009	**February 28, 2010**	February 28, 2009
		Restated (note 4)		*Restated (note 4)*
	$	$	**$**	$
Operations				
Net loss	**(2,194,231)**	(464,386)	**(1,637,325)**	(2,775,051)
Adjustments to reconcile net loss to cash flow from operating activities:				
Depletion and amortization	**413,383**	390	**553,748**	1,931
Stock-based compensation	**(211,546)**	17,182	**92,160**	104,525
Finance fees	**-**	6,916	**-**	13,829
Future income taxes (recoveries)	**(5,546)**	-	**3,332**	223,663
Foreign exchange (gains) losses	**(56,989)**	5,793	**8,059**	(1,501)
Interest accretion on convertible loan and debentures	**59,096**	8,565	**134,584**	17,130
Interest accretion on asset retirement obligations	**21,672**	-	**65,016**	-
Write-down of mineral properties and deferred exploration expenditures *(note 10)*	**725,438**	-	**-**	-
Net change in non-cash working capital items:				
GST recoverable	**172,431**	7,682	**(227,805)**	153,581
Prepaids, deposits and receivables	**(8,461)**	(60,405)	**(1,197)**	(211,077)
Inventory	**914,646**	-	**(246,011)**	-
Accounts payable and accrued liabilities	**(671,667)**	(29,386)	**30,940**	(370,638)
Promissory note	**-**	(118,357)	**-**	-
Demand loan *(note 13)*	**(100,000)**	-	**-**	-
Cash flow used in operating activities	**(941,774)**	(626,006)	**(496,665)**	(2,843,608)

Anaconda Mining Inc.

Consolidated Statements of Cash Flow (continued)

	3 months ended		9 months ended	
	February 28, 2010	February 28, 2010	**February 28, 2010**	February 28, 2009
		Restated (note 4)		*Restated (note 4)*
	$	$	**$**	$
Financing				
Issuance of common shares (net of subscriptions receivable)	**-**	-	**515,900**	55,000
Exercise of options/warrants	**-**	-	**15,000**	-
Due to related parties	**-**	92,965	**4,120**	92,965
Convertible loan	**-**	504,000	**-**	504,000
Convertible debentures	**-**	-	**-**	1,593,090
Debentures	**2,922,300**	-	**2,922,300**	1,544,096
Deferred financing costs	**-**	-	**-**	(138,315)
Cash flow provided from financing activities	**2,922,300**	596,965	**3,457,320**	3,650,839
Investments				
Expenditures on mineral properties and deferred exploration	**(20,342)**	(8,351)	**(231,078)**	(1,562,892)
Mill expansion	**(620,254)**	-	**(1,091,945)**	-
Property, mill and equipment	**(137,968)**	(9,610)	**(519,786)**	(30,419)
Restricted cash	**(136,091)**	1,391	**(270,285)**	(8,776)
Cash flow used in investing activities	**(914,655)**	(16,570)	**(2,113,094)**	(1,602,087)
Effect of exchange rate changes on cash and cash equivalents	**19,073**	(5,793)	**15,902**	1,501
Net increase/(decrease) in cash and cash equivalents	**1,084,944**	(51,404)	**863,463**	(793,355)
Cash and cash equivalents at beginning of period	**25,294**	649,453	**246,776**	1,391,404
Cash and cash equivalents at end of period	**1,110,239**	598,049	**1,110,239**	598,049

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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 Mineral Inc. (“Colorado”) by issuing 19,701,560 common shares of the Company 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 common shares of Anaconda thereby affecting 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 principal business activity is that of a mineral exploration and mining company with operations in Canada and Chile. The Company has completed the construction of its mining project in Baie Verte, Newfoundland (the “Pine Cove project”) and has brought it into limited production. Anaconda continues to work toward commercial production hereby defined as the first day of the month following the first month in which gold has been produced from the project for a period of thirty consecutive days at an average rate of not less than 70% of the initial-rated capacity of the mill (“Commercial Production”). Once Commercial Production has been achieved, the Company’s ownership percentage of the Pine Cove project will be increased to 60% from its current 30%.

The Company continues to work toward the completion of the expansion of the Pine Cove milling infrastructure. Once the expansion is completed, the Pine Cove mill will have increased its minimum nominal throughput to a rate of 700 tonnes per day with the potential to achieve 1000 tonnes per day.

The Company has not yet established whether its mineral properties in Chile contain reserves that are economically recoverable. The recovery of amounts capitalized for mineral properties and related deferred costs on the consolidated balance sheets is dependent upon the existence of economically recoverable reserves, the ability of the Company to arrange appropriate financing to complete the development of the properties and upon future profitable production or proceeds from their disposition.

1. Significant accounting policies

(i) Going concern

These interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Accordingly, it does not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts that may differ from those shown in the consolidated financial statements.

The operation at Pine Cove was limited with the configuration of its ore-processing circuit and in June 2009, the Company entered into a toll-milling arrangement for processing of Pine Cove ore. On December 18, 2009, the Company announced the early termination of the toll-milling arrangement. Termination was in accordance with the agreement as the Company determined that early termination was in its best economic interest.

The Company has raised additional funds *(note 17*) throughout the first and third quarters of this fiscal year and has utilized the funds together with the cash flow generated from the toll-milling arrangement to supplement its capital requirements to correct the mill configuration problems at its Pine Cove project. As well, the Company has utilized these funds to reduce its current obligations. However, there is no assurance that the Company will be able to raise additional funds in the public or private markets on reasonable terms. 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 on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of Anaconda may change and existing shareholders may suffer dilution. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interest or terminate its operations.

(ii) Basis of presentation

These interim consolidated financial statements follow the same accounting policies and their methods of application as the audited consolidated financial statements as at May 31, 2009.

Not all disclosure required by generally accepted accounting principles for annual consolidated financial statements are present, and accordingly, these interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements.

Certain prior year amounts have been reclassified to conform to account presentation in the current year.

(iii) 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.

(iv) Depletion and amortization

During the first quarter of 2010, the Company commenced charging depletion on its property and amortization on the mill and equipment at its Pine Cove project. The "units-of-production" basis has been utilized 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 straight line basis over their useful estimated life estimated at between 2 and 5 years.

(v) Future accounting changes

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 International Financial Reporting Standards ("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 date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of June 1, 2011, will require the restatement for comparative purposes of amounts reported by the Company for the year ended May 31, 2011. While the Company has begun assessing the adoption of IFRS for 2011 and continues to monitor the deliberations and progress on plans to converge by accounting standard setting bodies and regulators in Canada, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

Business combinations

In January 2009, the CICA issued *Handbook Section 1582 - Business Combinations* which replaces the existing standards. This section establishes the standards for the accounting of business combinations, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent considerations and contingencies will also be recorded at fair value at the acquisition date. The standard also states that acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. This standard is equivalent to the International Financial Reporting Standards on business combinations. This standard is applied prospectively to business combinations with acquisition dates on or after January 1, 2011. Earlier adoption is permitted. Management does not believe the adoption of this standard will have an impact on the Company's financial statements.

2. Capital management

The Company's objective when managing capital is to maintain adequate levels of funding to support its operational and exploration activities and to maintain corporate and administrative functions necessary to support operational activities. 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 capital structure of the Company consists of the convertible loan, convertible debentures, debentures and all the components of shareholders' equity. To adjust or maintain its capital structure, the Company may adjust the amount of the convertible loan, convertible debentures or debentures, through repayment, or may enter into new credit facilities or issue new common shares.

Management reviews is 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 three months ended February 28, 2010. The Company is not subject to externally imposed capital restrictions.

3. Financial risk factors

The Board has responsibility for the review and oversight of the Company's risk management framework and general corporate risk profile. Through its committees, the Board oversees analysis on various risks facing the organization and monitors risk management activities and reviews the adequacy of such activities. The Company does not enter into transactions involving financial instruments without Board approval, including derivative financial instruments, for speculative purposes. Financial risk factors and their impact on the Company's financial instruments are summarized below:

Credit risk

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 and cash equivalents, restricted cash and GST recoverable. Cash, cash equivalents and restricted cash are held with a tier A Canadian chartered bank and one of Chile's largest banks and management believes the risk of loss to be minimal.

Financial instruments included in GST recoverable consist of goods and services taxes receivable from the Canadian government and such amounts are in good standing as at February 28, 2010. Management believes that the credit risk associated with the financial instruments included in GST recoverable is minimal.

The Company is exposed to credit risk with regard to its metals broker. However, as refined gold is physically transferred to its metals broker contemporaneously with the receipt of sales proceeds, Management believes that the risk of loss is minimal.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities as they become due. The Company manages liquidity risk through the management of its capital structure as outlined in note 2 together with continued monitoring of operational funds derived from or capital funds required for the Pine Cove project. Additional future funds may be available to the Company through the issuance of additional equity or it may enter into additional credit facilities. There can be no assurance that Anaconda will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of Anaconda may change and shareholders may suffer additional dilution. If adequate financing is not available, the Company may be required to delay, reduce the scope of, or eliminate one or more exploration activities or relinquish rights to certain of its interests. Failure to obtain additional financing on a timely basis could cause the Company to forfeit its interests in some or all of its properties and reduce or terminate its operations.

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).

(i) Interest rate risk

The Company has limited interest-bearing assets and only fixed-interest debts. The Company invests excess cash, when available, in short term securities with maturities of less than one month. Anaconda periodically monitors the investments it makes and is satisfied with the creditworthiness of its cash investments.

(ii) Foreign currency risk

The Company's functional currency is the Canadian dollar. The Company is exposed to foreign currency risks as it transacts business in foreign countries in the local currency. Fluctuations in these currencies against the Canadian dollar could result in unanticipated and material fluctuations in the financial results of the Company. Anaconda does not use derivative financial instruments to reduce its exposure to foreign currency risk.

(iii) Price risk

The Company is exposed to price risk with respect to commodity prices and stock prices.

(a) 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.

(b) The Company's investment is comprised on common shares of a public-traded company. The value of the investment may fluctuate on a daily basis due to the external market factors that are not within the control of the Company. Anaconda monitors the trading value of these common shares in order to ensure that, if in the best interest of the Company, sale of the shares is made under favourable conditions (see note 8 with regard to restrictions on the sale of these securities).

(iv) 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.

(vi) Political risk

The properties are located in Canada and Chile; accordingly, the Company is subject to risks normally associated with exploration and development of mineral properties in Canada and Chile. The Company's ability to conduct future exploration and development activities is subject to changes in government regulations and shifts in political attitudes over which the Company has no control.

4. Restatement of quarterly comparative amounts

As at May 31, 2009, the Company adopted CICA 3064 – Goodwill and Intangible Assets and as a result expensed $362,188 and $1,149,610 for the three and nine months ended February 2009, respectively, of costs incurred in the pre-operating period during fiscal 2009 that would otherwise have been capitalized as property, mill and equipment. As a result, for the three and nine months ended February 28, 2009, the Company's net loss increased to $464,386 and $2,775,051, respectively. Comprehensive net loss for the three months ended February 28, 2009 was unaffected. Comprehensive net loss for the nine months ended February 28, 2009 increased to $4,093,889. Contemporaneously, as at February 28, 2009, mineral properties and deferred exploration expenditures and shareholders' equity were both reduced by $1,149,610 to $14,475,529 and $11,237,629, respectively.

5. Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a one year period:

(i) Cash and cash equivalents do not include short-term money market funds that would be subject to floating interest rates. As such, at February 28, 2010, if interest rates had decreased/increased by 1% with all other variables held constant, the gain for the nine months ended February 28, 2010 would not be affected. Similarly, as at February 28, 2010, reported shareholders' equity would not have changed.

(ii) The Company's exploration activities are substantially denominated in the Chilean peso. The Company's funds are kept in Canadian dollars and Chilean pesos with a major Canadian and Chilean financial institution.

As at February 28, 2010, the Company's exposure to foreign currency balances of its monetary assets is as follows:

Account	**Foreign Currency**	**Exposure ($CDN)**
Cash and cash equivalents and restricted cash	Chilean peso	130,298
Cash and cash equivalents	United States dollar	302,940
Receivables prepaids and deposits	Chilean peso	24,408
Accounts payable and accrued liabilities	Chilean peso	723,024

The table below summarizes the effects on foreign exchange gains and losses on net loss and comprehensive loss as a result of a 10% change in the value of the foreign currencies against the Canadian dollar where the Company has significant exposure. The analysis assumes all other variables remain constant.

	Effect of 10% increase in foreign exchange rates on translation and investments in foreign monetary assets ($CDN)	**Effect of 10% decrease in foreign exchange rates on translation and investments in foreign monetary assets ($CDN)**
American dollar	30,294	(30,294)
Chilean peso	(56,832)	56,832

(iii) The Company's investments are subject to fair value fluctuations. As at February 28, 2010, if the fair value of investments had decreased/increased by 50% with all other variables held constant, net comprehensive loss for the nine months ended February 28, 2010 would have been approximately $130,000 higher/lower. Similarly, as at February 28, 2010, reported shareholders' equity would have been approximately $130,000 lower/higher as a result of a 50% decrease/increase in the fair value of investments.

6. Cash and cash equivalents

Cash and cash equivalents consist of cash on deposit with the banks in general non-interest bearing accounts totaling $1,110,239 (May 31, 2009 - $250,722).

7. Inventory

As at February 28, 2010, the Company's inventory balance of $375,264 (2009 - $Nil) is represented by gold dore/bullion that is either on deposit with the Company's refiner or is in the final stages of the refinement process.

8. Restricted cash

CICA 1540.52 calls for the disclosure of cash or cash equivalents that may be available for current purposes but on a restricted basis. As at February 28, 2010, short-term restricted funds totaled $133,329 (May 31, 2009 - $5,302).

Anaconda has provided cash collateral to its financial institution for letters of credit issued to various government of Newfoundland ministries regarding its Pine Cove project. As at February 28, 2010, the balance of the cash collateral is $777,381 (May 31, 2009 - $631,176) and is held in an interest-bearing account. As this amount is collateralizing future expenditures regarding mine site remediation, it has been carried as a long-term asset on the balance sheet.

9. Investment

The investment consists of 1,530,000 common shares of MERC International Minerals Inc. ("MIMI"), a company traded on the TSX Venture Exchange ("TSXV") and were measured at their fair value as determined by the closing prices of MIMI's shares on the TSXV on the day of receipt. Anaconda has identified this investment as available-for-sale and has measured its fair value, as determined by the closing price of the securities on the TSXV on February 26, 2010 (the last trading day of the quarter), resulting in an unrealized gain, net of applicable taxes of $5,546 (February 28, 2009 – $Nil) of $32,704 (February 28, 2009 – $Nil) in this investment and a corresponding decrease in accumulated other comprehensive income. For the nine months ended February 28, 2010 and 2009, any future tax assets resulting from unrealized losses were offset with a valuation allowance. Any future income taxes were included in the period's net loss. As at February 28, 2010, the carrying value of the 1,530,000 (May 31, 2009 – 1,530,000) MIMI shares was $374,850 (May 31, 2009 - $397,800) and the accumulated comprehensive loss relating to these shares was $1,086,418 (May 31, 2009 – $1,066,800).

This investment is held as security for the convertible debentures *(note 15)* and the debentures *(note 16)* and as such, the Company is restricted in its ability to sell the securities before repayment of both debentures in full.

10. Mineral properties and deferred exploration expenditures

Property	May 31, 2009	Additions	Written-off	Transferred	**February 28, 2010**
	$	$	$	$	**$**
San Gabriel	4,320,576	231,670	(181)	-	**4,552,065**
Borthwick Lake[1]	480,741	-	(480,741)	-	**-**
Lingman Lake[2]	244,516	-	(244,516)	-	**-**
	5,045,833	231,670	(725,438)	-	**4,552,065**

[1]Borthwick Lake has been the subject of a force majeure agreement due to difficulties in the optionor receiving the specified work approvals from local native groups. Also, during the year, one significant claim was re-staked by another party. As a result the optionor is unlikely to proceed with exploration and the property has been written down to zero.

[2]Lingman Lake has been the subject of a force majeure agreement due to difficulties in the optionor receiving the specified work approvals from local native groups. As such, the property has been written down to zero.

Property	May 31, 2008	Additions	Written-off	Transferred	**May 31, 2009**
	$	$	$	$	**$**
San Gabriel	2,773,858	1,097,391	-	449,327	**4,320,576**
Other Chilean[1]	852,279	196,989	(599,941)	(449,327)	**-**
Pine Cove[2]	8,802,184	-	-	(8,802,184)	**-**
Damoti Lake	1,947,068	(1,947,068)	-	-	**-**
Borthwick Lake	480,122	619	-	-	**480,741**
Lingman Lake	244,272	244	-	-	**244,516**
	15,099,783	(651,825)	(599,941)	(8,802,184)	**5,045,833**

[1] This balance represented local IVA (recoverable tax for services rendered) that the Company has written off except for balances related to its San Gabriel property. $449,327 has been transferred to San Gabriel.

[2] Balances were transferred to property, mill and equipment..

11. Leasehold improvements

As at	**February 28, 2010**		May 31, 2009	
	Cost	**Accumulated Amortization**	Cost	Accumulated Amortization
	$	**$**	$	$
Leasehold Improvements	**16,765**	**11,499**	16,765	9,046
	16,765	**11,499**	16,765	9,046
Net Book Value	**5,266**		7,749	

12. Property, mill and equipment

As at	**February 28, 2010**		May 31, 2009	
	Cost	**Accumulated Amortization**	Cost	Accumulated Amortization
	$	**$**	$	$
Property	**9,238,897**	**415,591**	8,832,828	-
Mill	**2,311,105**	**108,996**	2,287,174	-
Mill expansion	**1,175,321**	**-**	-	-
Equipment	**171,427**	**20,493**	171,203	-
	12,896,750	**545,080**	11,291,205	-
Net Book Value	**12,351,670**		11,291,205	

During the first fiscal quarter of 2010, the Company commenced depletion and amortization of property, mill and equipment using the “units-of-production” basis.

During the 9 months ended February 28, 2010 and in concert with the Company's operations and mill expansion, it has issued letters of credit in the amount of $181,000 to the Fisheries and Oceans Canada in satisfaction of its requirements under the approved plan for the Pine Cove brook diversion. These additional letters of credit supplement previously issued letters of credit *(note 17)* and bring the outstanding letters of credit to a total of $777,381 *(note 8).*

13. Demand loan

In November 2009, the Company obtained and drew down on a demand loan (the "Demand Loan") from Thorsen-Fordyce Merchant Capital, a related party, in the amount of $100,000. The terms of the loan provide that interest is to be paid annually, in arrears, at a rate of 12% per annum. During the current fiscal quarter, Anaconda repaid the loan plus accrued interest thereon.

14. Convertible loan

	February 28, 2010	May 31, 2009
	$	$
Principal balance repayable		2,000,000
Less: Value of conversion feature		(184,000)
Carrying value at beginning of period	**1,898,072**	1,816,000
Add: Interest accretion on conversion feature	**74,373**	82,072
Carrying value at end of period	**1,972,445**	1,898,072

15. Convertible debentures

	February 28, 2010	May 31, 2009
	$	$
Principal balance repayable	**-**	1,713,000
Less: Discount on issuance	**-**	(171,300)
Cash proceeds received	**-**	1,514,700
Less: Value of conversion feature	**-**	(132,700)
Carrying value at beginning of period	**1,445,574**	1,382,000
Add: Interest accretion on conversion feature and discount	**40,361**	63,574
Carrying value at end of period	**1,485,935**	1,445,574

16. Debentures

	February 28, 2010	May 31, 2009
	$	$
Principal balance repayable	**3,247,000**	-
Less: Discount on issuance	**(324,700)**	-
Cash proceeds received	**2,922,300**	-
Less: Value of warrants issued	**(474,104)**	-
Original carrying value	**2,448,196**	-
Add: Interest accretion on discount and warrant value	**19,850**	-
Carrying value at end of period	**2,468,046**	-

In January 2010, the Company announced that it had closed on non-brokered, secured, 12% debentures (the "Debentures") for net proceeds of $2,922,300, consisting of 3,247 Debenture units (the "Debenture Units") with a face value of $1,000 per Debenture Unit, maturing September 15, 2013 (the "Maturity"), and a subscription price of $900 per Debenture Unit. Included with the Debenture Units were 3,984,069 common share purchase warrants (the "Warrants") with a value of $474,104 (using Black-Scholes option pricing model with the following assumptions: an 18 month expected term; 182.7% volatility, risk free interest rate of 1.18% and a dividend yield of Nil%) that will be exercisable for 18 months from the date of issue at an exercise price of $0.22 each.

Interest will be payable annually until maturity. At the Company's sole discretion, interest payable on the Debentures may be satisfied with the issuance of common shares of the Company, with the value based on the five-day weighted average closing price for the five-day trading period immediately preceding the interest payable date. The Debentures may be prepaid in whole or in part (including accrued interest) at any time without penalty or bonus subsequent to one year after the date of issue.

The Debentures will be secured by a first charge (ranking *pari passu* with the charge held by current debentureholders) over certain of the Company's assets. The Company will use commercially-reasonable efforts to apply 50% of any future financing proceeds between one year after the date of issue and the Maturity date towards repayment of the principal and interest under the Debenture.

In the event that the closing price of the Anaconda's common shares is equal to, or exceeds 100% of the underlying exercise price for a period of 20 consecutive trading days, the Company shall have the right on written notice to accelerate the exercise of all the outstanding Debenture Warrants.

17. Asset retirement obligations

A reconciliation of the provision for asset retirement obligations is as follows:

	February 28, 2010	May 31, 2009
	$	$
Carrying value at beginning of period	**722,400**	645,000
Additions to provision for reclamation	**-**	-
Interest accretion	**65,016**	77,400
Carrying value at end of period	**787,416**	722,400

The Company's estimate of future asset retirement obligations is based on reclamation standards that meet or exceed regulatory requirements. Elements of uncertainty in estimating these amounts include potential changes in regulatory requirements, decommissioning and reclamation alternatives and amounts to be recovered from other parties. The provision for reclamation is provided against the Company's Pine Cove project and is based on the project plan approved by the Government of Newfoundland.

In concert with the Company's ARO obligations, in a prior year, it issued letters of credit in the amount of $746,500 to the Newfoundland and Labrador government in satisfaction of its requirements under the approved site development plan. As this letter of credit is collateralized by cash, it has been recorded and forms part of the Company's restricted cash balance *(note 8).*

18. Related party transactions

As at February 28, 2010, the consolidated financial statements include $309,381 (February 28, 2009 - $170,319) in consulting and interest expenses ($74,373 (February 28, 2009 - $Nil) of which is non-cash interest accretion regarding the conversion feature of the convertible loan *(note 14)* and outstanding liabilities incurred with directors and/or officers of the Company or corporations controlled by them. These transactions are measured at their exchange amounts, being the amounts agreed upon between the Company and the related parties.

19. Capital stock

(a) Common shares

Anaconda's authorized share capital consists of an unlimited number of Common shares.

The issued and outstanding Common shares are as follows:

	Number of Shares	**$**
Balance at May 31, 2008	**60,021,260**	**21,716,713**
Issued for cash:		
Private placement	18,938,250	1,893,825
Issued on trade debt conversion	6,061,750	606,176
Costs of financings	-	(50,400)
Fair value of issued warrants	-	(863,000)
Balance at May 31, 2009	**85,021,260**	**23,303,314**

Issued for cash:		
Private placement	3,333,334	500,000
Exercise of warrants	100,000	15,000
Fair value of exercised warrants	-	3,452
Fair value of issued warrants	-	(283,334)
Balance at February 28, 2010	**88,454,594**	**23,538,432**

The table above reflects the legal number of outstanding shares of Anaconda but the book value associated with them for accounting purposes is based upon Colorado's share capital account. The dollar amount of the legal stated capital of Anaconda therefore differs from the amounts reflected above.

Private placement – Fiscal 2010

Units

In June 2009, Anaconda closed a non-brokered private placement of units at a price of $0.15 per unit, each unit consisting of one common share and one common share purchase warrant. Each warrant expires on June 17, 2011 and has an exercise price of $0.25. The issuance consisted of 3,333,334 units for gross proceeds of $500,000.

The Company used the Black-Scholes option pricing model to determine a value of $283,333 for the underlying warrants. The assumptions used were as follows: a 2 year expected term; 164.0% volatility, risk free interest rate of 2.59% and a dividend yield of Nil%).

Private placement – Fiscal 2009

Units

At the end of April 2009, Anaconda closed a first tranche of a non-brokered private placement of units at a price of $0.10 per unit, each unit consisting of one common share and one common share purchase warrant. Each warrant expires on 24 months from closing and has an exercise price of $0.15 for the first 12 months and then $0.20 for the remaining 12 months until expiry. The first tranche consisted of 20.2 million units for gross proceeds of $2.02 million.

At the beginning of May 2009, Anaconda closed a second tranche of the non-brokered private placement financing. The second tranche consisted of 4.8 million units for gross proceeds of $480,000, bringing the total gross proceeds of the private placement to $2.5 million. The proceeds of the private placement were used to fund preliminary mining and related activities at the Pine Cove gold mine in conjunction with the then proposed custom milling arrangement with Crew Gold Canada Inc. ("Crew") and for general working capital purposes.

The 20,200,000 and 4,800,000 share purchase warrants were assigned a value of $697,000 and $166,000 respectively, using the Black-Scholes valuation model with the following assumptions: a two year expected term; 137.3% and 139.8% volatility, risk free interest rate of 0.01% and a dividend yield of Nil%.

The Company paid a total of $50,400 in finders' fees and commissions regarding the private placement.

(b) Warrants

The outstanding Issued Warrants balance at February 28, 2010, is comprised as follows:

Date of Expiry	Type	Fair Value	No. of Warrants	Exercise Price $
April 23, 2011	Purchase warrants	693,548	20,100,000	(1) 0.15
April 23, 2011	Purchase warrants	22,718	500,000	0.20
May 11, 2011	Purchase warrants	166,000	4,800,000	(1) 0.15
June 17, 2011	Purchase warrants	283,333	3,333,334	0.25
July 25, 2011	Purchase warrants	474,104	3,984,069	0.22
Total		**1,639,703**	**32,717,403**	

(1) Exercisable at a price of $0.15 until the first anniversary and thereafter at a price of $0.20 until expiry.

The outstanding Issued Warrants balance at May 31, 2009, is comprised as follows:

Date of Expiry	Type	Fair Value	No. of Warrants	Exercise Price $
November 14, 2009	Purchase warrants	313,004	1,000,000	1.25
November 30, 2009	Purchase warrants	85,362	292,500	1.25
April 23, 2011	Purchase warrants	697,000	20,200,000	(1) 0.15
April 23, 2011	Purchase warrants	22,718	500,000	0.20
May 11, 2011	Purchase warrants	166,000	4,800,000	(1) 0.15
Total		**1,284,084**	**26,792,500**	

(1) Exercisable at a price of $0.15 until the first anniversary and thereafter at a price of $0.20 until expiry.

(c) Options

Anaconda has a 10% rolling stock option plan pursuant to which options to purchase common shares may be granted to certain officers, directors, employees and consultants. As at February 28, 2010, the Company has 5,295,459 (2009 – 2,482,126) options available for issuance under the plan. Continuity of the unexercised options to purchase common shares is as follows:

	February 28, 2010		May 31, 2009	
	Weighted Average Exercise Price ($)	**No. of Options**	Weighted Average Exercise Price ($)	No. of Options
Outstanding at beginning of period	**0.90**	**2,645,000**	0.93	4,012,500
Transactions during the period:				
Granted	**0.23**	**1,780,000**	-	-
Exercised	**-**	**-**	-	-
Forfeited	**(0.91)**	**(875,000)**	0.94	(1,267,500)
Expired	**-**	**-**	0.67	(100,000)
Outstanding at end of period	**0.57**	**3,550,000**	0.90	2,645,000
Exercisable at end of period		**2,060,000**		2,645,000

The following table provides additional information about outstanding stock options at February 28, 2010:

Range of Exercise Prices ($)	**No. of Options Outstanding**	**Weighted Average Remaining Life (Years)**	**Weighted Average Exercise Price ($)**	**No. of Options Currently Exercisable**
0.00 – 0.50	1,780,000	2.4	0.23	290,000
0.51 – 0.99	1,195,000	2.3	0.81	1,195,000
1.00 – 1.50	575,000	2.7	1.10	575,000
	3,550,000	**2.5**	**0.57**	**2,060,000**

Stock-based compensation

The fair value of the stock options granted for the 9 months ended February 28, 2010 was $107,300 (February 28, 2009 – $104,525), which amount has been expensed in the statement of operations.

The Company used the Black-Scholes option pricing model to determine the value of the issued options. The assumptions were as follows: a 5 year expected term; 141.6% volatility, risk free interest rate of 2.74% and a dividend yield of Nil%.

20. Contributed surplus

	$
Balance at May 31, 2008	**2,347,188**
Stock-based compensation	120,992
Fair value transferred on exercised options	2,093,295
Balance at May 31, 2009	**4,561,475**
Stock-based compensation	92,160
Fair value of expired warrants	398,367
Balance at February 28, 2010	**5,052,002**

21. Segmented information

The Company has assets and operations in Chile and Canada. Information regarding the Company's reportable segments, that are by geographical area, is as follows:

	February 28, 2010	May 31, 2009
	$	$
Identifiable assets:		
Canada	**15,450,974**	13,524,761
Chile	**4,573,405**	4,371,538
Consolidated identifiable assets	**20,024,379**	17,896,299

Net income (loss):

For the 9 months ended February 28	**2010**	2009
	$	$
		Restated *(note 4)*
Canada	**(857,812)**	(950,051)
Chile	**(779,513)**	(297,679)
Consolidated net income (loss)	**(1,637,325)**	(1,247,730)

	February 28, 2010	May 31, 2009
	$	$
Significant non-cash operating items:		
Canada		
Issuance of securities to repay trade debt	**-**	606,176
Stock-based compensation	**92,160**	120,992
Interest accretion on convertible loans, debentures and asset retirement obligations	**199,600**	118,646
Interest accretion on asset retirement obligation	**43,344**	77,400
Write-down of property, mill and equipment	**-**	366,845
Write-down of resource properties	**725,257**	-
Future income taxes	**3,333**	182,100
Financing fees	**-**	22,718

Depletion and amortization	**552,123**	-
	1,789,132	1,494,877
Chile		
Write-down of resources properties	**181**	599,941
Amortization	**1,626**	3,241
	1,807	603,182
Consolidated Significant Non-Cash Items	**1,790,939**	2,098,059

22. Subsequent event

In April 2010, the Company received notice from its Pine Cove joint-venture partner, New Island Resources Inc. ("New Island") that it had started an arbitration procedure as contemplated under the terms of the Option and Joint Venture Agreement dated November 26, 2003 and the Custom Milling Agreement (the "Agreement") dated May 29, 2009. New Island has challenged Anaconda's interpretation of and distribution of net profits as defined under the Agreement and has made a claim against the Company of $590,749.