ANACONDA MINING INC.

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

For the three months ended
November 30, 2013 and November 30, 2012

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 January 7, 2014. The MD&A of the operating results and financial condition of the Company for the three months ended November 30, 2013 (the "Quarter") the six months ended November 30, 2013, should be read in conjunction with the Company's condensed consolidated interim financial statements (the "Financial Statements") and the related notes for the three and six months ended November 30, 2013, and the Company's audited financial statements for the year ended May 31, 2013, prepared in accordance with International Financial Reporting Standards ("IFRS"). 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 150 York Street, Suite 410, Toronto, Ontario, M5H 3S5.

The Company owns 100% of the Pine Cove project, located on the Ming's Bight Peninsula, which is situated within the larger Baie Verte Peninsula on the north central part of Newfoundland (the "Pine Cove Project"). On September 7, 2010, the Company achieved Commercial Production (as defined by the then-in-effect, option and joint venture agreement) with a processing capacity of approximately 1,000 tonnes per day, earning a 60% interest in the Pine Cove Project from Anaconda's joint venture partner at the time, New Island Resources Inc. ("New Island"). During January 2011, the Company and New Island completed a Plan of Arrangement that resulted in Anaconda's ownership of the Pine Cove Project increasing to 100%. The Pine Cove Project includes approximately 660 hectares of mining rights, containing an open pit mining operation and complete mill infrastructure capable of producing gold dore bars. In 2012 and 2013, the Company entered into option agreements to acquire a 100% interest in six additional exploration properties and staked four other properties. The agreements and staked claims increase the Company's land package of the Pine Cove Project nine-fold to approximately 6,000 hectares.

Highlights for the three and six months ended November 30, 2013

- As at November 30, 2013, the Company had cash and cash equivalents of $2,272,713 and net working capital of $1,864,314.
- For the three months ended November 30, 2013, the Company sold 3,852 ounces of gold and generated $5,299,446 in revenue at an average sales price of $1,376 per ounce.
- For the six months ended November 30, 2013, the Company sold 7,948 ounces of gold and generated $11,031,229 in revenue at an average sales price of $1,388 per ounce.
- Cash operating cost per ounce sold at the Pine Cove Project for the three and six months ended November 30, 2013 was $1,021 and $929 per ounce, respectively.
- Total cash cost per ounce sold, including corporate administration, capital expenditures and exploration costs for the three and six months ended November 30, 2013 was $1,276 and $1,271 per ounce, respectively.

- Milestone payments and royalty revenue from Chilean iron ore properties were $3,289,040, which included the receipt of US$1 million in September, the receipt of a US$121,705 royalty payment and the recognition of the US$2 million commercial production milestone payment due no later than May 20, 2015.
- At the Pine Cove Project, earnings before interest, depreciation and depletion and share based compensation ("EBITDA") for the three and six months ended November 30, 2013 was $1,365,722 and $3,643,423, respectively.
- On a consolidated basis, EBITDA for the three and six months ended November 30, 2013 was $4,139,163 and $5,925,515, respectively.
- Net income for the three months ended November 30, 2013 was $2,646,938 or $0.015 per basic and fully diluted share, respectively.
- Net income for the six months ended November 30, 2013 was $3,243,234 or $0.018 per basic and diluted share, respectively.
- Purchase of property, mill and equipment for the six months ended November 30, 2013 was $748,469. Key items include crusher upgrades of 205,000, mining software of $88,000 and mill laboratory additions of $54,000.
- Additions to production stripping assets for the six months ended November 30, 2013 were $362,361; depreciation of production stripping assets during the same period was $70,154.
- The Company completed two three-year option agreements to acquire a 100% undivided interest in the Deer Cove and Stog'er Tight gold projects, which are adjacent to the Pine Cove Project and are key components in its regional exploration program.
- Approximately $600,000 was spent at the Pine Cove Project on exploration for the six months ended November 30, 2013. The Company's exploration initiatives focused on drilling the Romeo and Juliet prospect, an airborne survey across the entire project and structural interpretations in and around the Pine Cove pit.

Overall performance

Net income for the three months ended November 30, 2013 was $2,646,938 or $0.015 per share (net income of $651,683 or $0.004 per share for the three months ended November 30, 2012). Net income was negatively impacted during the Quarter as a result of a lower overall gold price of $1,376 ($1,686 for the prior year) and the recording of current income taxes (non cash) of $5,000 ($nil in the prior year) and deferred income taxes (non-cash) of $369,675 related to the Chilean milestone payment and royalty revenue. Canadian based 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 the fourth quarter of fiscal 2013. Results for the Quarter were positively impacted by the earning of a milestone payment and royalty revenue of $3,289,040 from the sold Chilean property. Interest expense (non-cash) of $287,691 was recorded as a result of recording the US$2 million commercial production milestone payment due no later than May 20, 2015 at fair market value. The Company generated a gross margin of $585,152 for the three months ended November 30, 2013 ($1,450,797 for the three months ended November 30, 2012). The Company also generated EBITDA of $4,139,163 for the three months ended November 30, 2013 ($1,374,823 for the three months ended November 30, 2012).

Net income for the six months ended November 30, 2013 was $3,243,234 or $0.018 per share (net income of $2,346,182 or $0.013 per share for the six months ended November 30, 2012). Net income was negatively impacted as a result of a lower overall gold price of $1,388 ($1,654 for the prior year) and the recording of current income tax expense (non cash) of $249,000 ($nil in the prior year) and deferred income taxes (non-cash) of $369,675 related to the Chilean milestone payment and royalty revenue. Results for the six-month period were positively impacted by the earning of a milestone payment and royalty revenue of $3,289,040 from the sold Chilean property, a reduction in interest expense from $432,163 in the first six months of fiscal 2013 to $287,883 in the first six months of this year. The Company generated a gross margin of $2,047,668 for the six months ended November 30, 2013 ($3,903,937 for the six months ended November 30, 2012). The

Company also generated EBITDA of $5,925,515 for the six months ended November 30, 2013 ($3,963,959 for the six months ended November 30, 2012).

The Pine Cove Project

The Company owns 100% of the Pine Cove Project, which contains four mining leases totaling 707 hectares and 24 mining licenses totaling approximately 5,360 hectares. The mining leases were optioned from Tenacity Gold Mining Company Ltd. ("Tenacity") and 1512513 Alberta Ltd. ("Alberta"), a subsidiary of Coordinates Capital Corporation, while the mining licenses were optioned from several different parties including Tenacity, Alberta, Fair Haven Resources, Herb Froude, and Messers Alexander Duffitt and Paul Strong. Four of the licenses were staked by Anaconda or representatives of the Company.

The current operating area of the Pine Cove Project comprises two contiguous mining leases from Tenacity totaling 659.7 hectares and contains an operating open pit mine, milling and processing plant and equipment and a permitted tailings storage facility. It is subject to two royalty agreements, the first with Tenacity, whereby the Company is required to pay Tenacity a net smelter royalty of 3% of the metal sales from this area to a maximum of $3 million. The Company has approximately $777,000 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 claims less all cumulative development and operating expenses. At August 31, 2013, the Company has determined it has approximately $36 million in carry forward expenditures deductible against future receipts.

Option Agreements

On May 7, 2012, the Company entered into a five-year property option agreement (the "Tenacity 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 License Area. The Tenacity Agreement requires the Company to pay to Tenacity $25,000 at closing (paid), an additional $275,000 in cash payments over the option period (of which $25,000 has been paid) and incur $750,000 in expenditures over the life of the option. At the Company's option, 50% of the 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 Tenacity 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 at 4% when the average price of gold is more than US$2,000 per ounce for the calendar quarter, with a cap on the NSR of $3 million.

On July 19, 2012, the Company entered into a five-year property option agreement (the "Fair Haven Agreement") with Fair Haven Resources Inc. ("Fair Haven") to acquire a 100% undivided interest in 11 exploration licenses (the "**Fair Haven Property**") 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 Fair Haven 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 Fair Haven 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 November 13, 2012, the Company entered into a five-year property option agreement (the "Froude 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 now inclusive in the Pine Cove Project. The Froude Agreement requires the Company to pay to Froude $10,000 on January 1, 2013 (paid) and to fund expenditures over the life of the option to a minimum of $125,000. The Froude 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 a 1% NSR.

On November 19, 2012, the Company entered into a five-year property option agreement (the "DS Agreement") with Messer's 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 with and now inclusive in the Pine Cove Project. The DS 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 DS 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 is then entitled to a 1% NSR.

On November 13, 2013, the Company entered into a three-year property option agreement (the "Deer Cove Agreement") with Alberta to acquire a 100% undivided interest in one mining lease, a surface lease and three exploration licenses (the "**Deer Cove Property**") totaling 48 claims or approximately 1,200 hectares contiguous to the Pine Cove Project. The Deer Cove Agreement requires the Company to pay to Alberta $25,000 at closing (paid), an additional $175,000 in cash payments over the option period and incur $500,000 in expenditures over the life of the option. The Deer Cove Agreement also entitles Alberta to an NSR of 3%. The Company has the right to buy back 1.8% of the NSR for $1 million.

On November 13, 2013, the Company entered into a three-year property option agreement (the "Stog'er Tight Agreement") with Alberta to acquire a 100% undivided interest in one mining lease and one surface lease (the "**Stog'er Tight Property**") totaling approximately 35 hectares contiguous to the Pine Cove Project. The Stog'er Tight Agreement requires the Company to pay to Alberta $25,000 at closing (paid), an additional $175,000 in cash payments over the option period and incur $500,000 in expenditures over the life of the option. The Stog'er Tight Agreement also entitles Alberta to an NSR of 3%. The Company has the right to buy back 1.8% of the NSR for $1 million.

Operations overview

During the three months ended November 30, 2013, the gold sales volume of 3,852 ounces represented a 21% increase over the same period in fiscal 2013. Average sales price for the Quarter was $1,376 per ounce versus $1,686 per ounce for the second quarter of fiscal 2013, an 18% decrease. As a result of the higher sales volume and a lower selling price, gross revenue during the three months ended November 30, 2013, of $5,299,446, was lower than the same period in the previous fiscal year by $97,117 or 2%.

The following table summarizes the key operating metrics for fiscal 2014 and 2013.

	For the three months ended		**For the six months ended**	
OPERATING STATISTICS:	**November 30 2013**	November 30 2012	**November 30 2013**	November 30 2012
Mill				
Operating days	**79**	**86**	**164**	160
Availability	**87%**	**94%**	**90%**	88%
Dry tonnes processed	**76,114**	**76,292**	**160,004**	139,157
Tonnes per 24-hour period	**956**	**887**	**976**	870
Grade (grams per tonne)	**1.80**	**1.76**	**1.86**	1.80
Overall mill recovery	**83%**	**83%**	**83%**	84%
Gold sales volume (troy oz.)	**3,852**	**3,194**	**7,948**	7,411
Mine				
Operating days	**62**	64	**126**	130
Ore production (tonnes)	**84,533**	61,172	**158,722**	151,687
Waste production (tonnes)	**427,845**	494,856	**912,359**	1,009,521
Total production (tonnes)	**512,378**	556,028	**1,071,081**	1,161,208
Waste: Ore ratio	**5.1**	8.1	**5.8**	6.7

Milling operations
The Pine Cove mill operated for 79 days during the Quarter at 87% availability. The mill processed 76,114 dry tonnes of ore (956 tonnes per operating day) at an average head grade of 1.80 grams per tonne ("g/t") and an overall mill recovery of 83%. During the month of November, the Baie Verte Peninsula experienced a winter storm, which caused power outages at the mine site. As a result of the weather and subsequent difficulty in restarting the ball mill, the Pine Cove mill was down for a total of six (6) days during the month. Despite the interruption, the Company processed almost exactly the same amount of tonnes in the Quarter as it did in the similar period in fiscal 2013 because of an 8% year-over-year increase in tonnes per operating day.

Mining operations
Mining activities operated for a total of 62 days during the Quarter and excavated a total of 512,378 tonnes of ore and waste. Ore production totaled approximately 84,533 tonnes, while waste was 427,845 tonnes for a strip ratio of 5.1 : 1. During the Quarter, the mine experienced dewatering issues caused by power outages. The combination of power outages and unusually high precipitation (snow and rain) delayed access to the newly developed bench at the 5006 level where higher grade ore mining is scheduled. Mining activities were therefore redirected to upper benches to allow dewatering of the lower yet potentially higher grade areas of the mine.

Exploration
The first half of the fiscal 2014 exploration program focused on the following objectives:

1) A diamond drill program at the Romeo and Juliet prospect;
2) An airborne survey over the Ming's Bight Peninsula; and
3) Follow-up work from the winter drill program around the Pine Cove pit.

1. **Romeo and Juliet:** During the first quarter of fiscal 2014, the Company completed diamond drilling at its Romeo and Juliet prospect and intersected a new gold-bearing zone dubbed the Balcony Zone, located between the Romeo and Connecting Zones. It appears to dip steeply to the north, trends roughly east-west and is spatially associated with a northeast-trending topographic linear. Mineralization has been traced for approximately 100 metres and is open to the east, west and down dip. Gold is associated with pyritic altered mafic volcanic rocks, which is different from the Romeo and Juliet massive quartz vein hosted-style of gold mineralization.

   Anaconda drilled seven holes into the Balcony Zone. Hole RJ-13-26 intersected strongly altered mafic volcanic rock containing abundant disseminated pyrite and fine quartz-carbonate veinlets, which assayed 8.4 g/t Au over a core length of 12 metres. The hole is interpreted to have cut the mineralization at a low angle. Hole RJ-13-33 was subsequently drilled to intersect the mineralization perpendicular to hole RJ-13-26. It also contained altered mafic volcanics with heavy disseminated pyrite and quartz-carbonate veining. Hole RJ-13-33 assayed 4.35 g/t Au over 8.44 metres including 6.22 g/t Au over 1.64 metres and 5.45 g/t Au over 4.85 metres. This intersection confirms the scale and significance of the mineralization, but further work is required to establish true widths. Holes RJ-13-34 to RJ-13-37 targeted the Balcony Zone with all, but RJ-13-34, returning anomalous gold intercepts, highlighted by RJ-13-35 returning 2.91 g/t Au over 11.1 metres. Fine visible gold was observed in quartz veins in holes RJ-13-26, 35, 36 and 37. Following structural analyses performed during the Quarter, the Company plans to drill additional holes in the Balcony Zone to further delineate the target.

   To date, Anaconda has drilled 19 holes totaling 2,004 metres at the Romeo and Juliet prospect. The original goal of the program was to target down-dip extensions of the Romeo and Juliet gold-bearing quartz veins. While Anaconda intersected the Romeo and Juliet quartz veins in 13 out of 19 holes, assays results from the down-dip extensions of the Juliet and Connecting Zones were generally lower than anticipated. However, in the Romeo Zone, hole RJ-13-32 returned 10.4 g/t Au over 0.54 metres and hole RJ-13-29 returned 3.45 g/t Au over 1.23 metres, both at depths over 100 metres. PC-13-27 intersected both the Balcony and the Romeo Zones. (See press release dated September 16, 2013 for full details of drill results).

2. **Regional Exploration / Airborne Survey:** 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.

   In June 2013, 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 kilometres at a flight line spacing of 75 metres. The data will be used in conjunction with archived gold-in-soil geochemical data and prospecting to further delineate exploration targets.

3. **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 deposit. In 2011 and 2012, drilling was completed approximately 100 metres north of the mine. Drill hole PC-11-181 intersected 2.50 g/t gold over 40.8 metres and PC-12-189 intersected 32 metres grading 0.848 grams per tonne. A review of the historic data indicated the need for additional drilling to test both the up dip of PC-11-181 and to test a sparsely drilled area immediately northwest of the deposit. During fiscal 2013, the Company completed a twenty-hole, 3,296-metre program successfully exploring the down-dip and the northwest areas (the "Western Extension Area") of the Pine Cove deposit. The down-dip drilling successfully established continuity of gold mineralization with four, widely spaced drill holes all intersecting mineralization up dip from PC-11-181 (Anaconda Press Release, February 28, 2013). Hole PC-13-195 intersected 12.06 metres of 3.32 g/t gold from a depth of 168.66 metres and hole PC-13-199 intersected 3.06 metres of 7.69 g/t gold from a depth of 147.2 metres.

   The Western Extension Area returned significant near surface mineralization with PC-13-196 intersecting 11.4 metres of 2.19 g/t from a depth of 26.6 metres and PC-13-210 returning 2.34 g/t gold over 41 metres starting at a depth of 51 metres (See press release dated June 5, 2013 for full details of drill results).

   During the Quarter, a review and compilation of diamond-drill results from the winter drill program was completed along with detailed structural geologic mapping of the Pine Cove pit area. Mapping identified a broad alteration halo surrounding the ore comprised of an outer gradational calcite to iron carbonate zone surrounding a zone of intense iron-carbonate, sericite, pyrite and quartz veining/silicification – the ore zone. The alteration and gold mineralization is hosted by strongly deformed mafic volcanic and volcaniclastic rocks.

   In the eastern and central portions of the pit the mineralized zones appear to dip moderately to steeply to the northeast towards the area tested by the down-dip drilling. While the down-dip area has returned significant intervals of gold mineralization, it is probably too deep to access by open pit. Additional drilling is warranted to test its amenability to underground mining methods.

   Mapping and mine development in the western portion of the pit has revealed that the geology and distribution of the gold mineralization is much more complex. There appears to be a significant, but as of yet unresolved, strong northeast structural control on the gold mineralization, particularly in the "Western Extension Area" where the mineralization is lensoidal and more quartz-rich. This lensoidal nature, both along strike and vertically, currently precludes its inclusion in the mine plan. Drilling as part of the planned "North Waste Dump" condemnation drill programs will test for the potential northeast extension of this mineralization.

Property acquisition
During the Quarter, the Company entered into two three-year option agreements with Alberta to acquire a 100% undivided interest in the Deer Cove and Stog'er Tight gold projects, which are adjacent to the Pine Cove Project. Anaconda considers Deer Cove and Stog'er Tight to be key components in its regional exploration program. The Company is planning an exploration program beginning with detailed compilation, structural interpretation and ground geophysical surveys at Stog'er Tight, followed up with a winter diamond-drill campaign. Detailed compilation of all Deer Cove data will also be undertaken, with follow-up diamond-drilling to commence in the spring of 2014.

The following are brief descriptions of the two projects.

Deer Cove
Discovered by Noranda prospectors in 1986, the Deer Cove deposit contains visible gold associated with brecciated quartz veining. Mafic volcanic rocks in thrust contact host the mineralization with strongly deformed talc-carbonate altered schists of the Point Rousse Complex. A Noranda/Galveston Resources Ltd. joint venture (1987-1989) carried out detailed exploration including diamond drilling (119 holes on the Deer Cove grid), construction of a 7.2-kilometre access road and underground exploration via a 507-meter long adit. No significant exploration work was subsequently undertaken and in 1998 the property reverted to the Crown.

In 2000 and 2001, South Coast Ventures Inc staked much of the Deer Cove area. All historic data was compiled and digitized and additional drilling (14 holes) and sampling was completed. In 2010, Tenacity Gold Mining Company Inc. contracted P&E Mining Consultants Inc. ("P&E") to undertake a mining and economic analysis of the Deer Cove project. P&E reported that the Deer Cove deposit, the portion lying above 45 metres above sea level, contained an estimated resource of 12,900 tonnes grading 10.45 g/t gold at a cutoff grade of 6.0 g/t (This is a non-NI 43-101 compliant resource and has not been verified by Anaconda). A combination open pit and underground mining method was proposed and Tenacity entered into a toll-processing arrangement with the Nugget Pond mill. Mining did not proceed and the property transferred to Alberta.

Stog'er Tight:
The Stog'er Tight deposit was discovered in 1988 through an International Impala/Noranda joint venture. Trenching and diamond-drilling follow-up of extensive gold-in-soil geochemistry outlined three auriferous zones, referred to as the Stog'er Tight, Gabbro West and Gabbro East zones. Noranda carried out more than 8,000 metres of diamond drilling in 80 holes on the Stog'er Tight property with much of the effort focused on Stog'er Tight. The deposit was outlined over a 450-meter strike length with channel sample assays up to 23 g/t gold over 7 metres and diamond-drill assays averaging 5.5 g/t gold over 4.5 metres. The Stog'er Tight deposit was estimated to contain a probable geological reserve of 650,000 tonnes grading 6.7 g/t gold (This is a historic non-NI 43-101 compliant estimate and Anaconda has not verified the accuracy of the data).

Ming Minerals Incorporated purchased the property and in 1996-1997 carried out diamond drilling and trenching. A revised resource estimate calculated that the deposit contained a resource of 229,200 tonnes grading 6.1 g/t gold (This is a historic non-NI 43-101 compliant estimate and Anaconda has not verified the accuracy of the data). Ming Minerals extracted a 30,735-tonne bulk sample from the Stog'er Tight deposit, however, recoveries were less than anticipated and mining was stopped.

In 2006, the mining lease was cancelled, the property reverted to the Crown and a call for proposals to develop the property was issued with South Coast Ventures Inc. being the successful applicant. Detailed compilation and digitizing of all historic exploration data was undertaken and additional diamond drilling and sampling were completed. In 2007, a toll processing arrangement was completed with the Nugget Pond mill.

In 2010, P&E reported that the Stog'er Tight deposit contained an estimated mineral reserve of 65,200 tonnes grading 4.96 g/t gold, an indicated resource of 96,000 tonnes grading 7.04 g/t gold and an inferred resource of 53,000 tonnes grading 5.75 g/t gold (This is a historic non-NI 43-101 compliant estimate and Anaconda has not verified the accuracy of the data). Mining was initiated but results were less than favourable and development ceased. The property transferred to Alberta.

While the Company has no reason to doubt the accuracy of the historic results, the existing data should not be relied upon until the Company's own exploration work confirms that the data meets National Instrument 43-101 standards for disclosure. Historic results and the work that generated them predate the enactment of National Instrument 43-101, and may not meet the requirements of that policy.

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 three months ended November 30, 2013

Revenue

The Company primarily derives its revenue from the sale of gold from its Pine Cove Project. For the three months ended November 30, 2013, the Company generated $5,299,446 in revenue at an average sales price of $1,376 per ounce. Revenue decreased approximately 2% from last year, due to a 21% increase in sales volume and a 18% drop in average sales price.

Cost of sales and gross margin

For the three months ended November 30, 2013, cost of sales was $4,714,294 yielding a gross margin of $585,152 (11% gross margin percentage) compared to the second quarter of fiscal 2013 which generated a cost of sales of $3,944,766, yielding a gross margin of $1,450,797 (27% gross margin percentage). The difference in gross margin from the Quarter to the similar period in the prior fiscal year can be explained by an increase in depletion and depreciation of $321,190, because of an increase in volume and larger depreciable asset base. The accounting for production stripping costs decreased mining expense in the second quarter of last fiscal year by $525,648, when the amount was capitalized to the balance sheet. Higher milling costs were a result of higher maintenance, hydro and grinding costs which are related to the increased number of tonnes per day and increased labour costs. These increases were offset by lower crushing costs during the Quarter due to lower downtime of the crusher in this Quarter relative to the same period in fiscal 2013.

Administrative expenses

Corporate administration expenses consist of consulting/professional fees, corporate salaries/benefits, office and general, travel and regulatory related costs. For the three months ended November 30, 2013, administrative expenses totaled $515,599 compared to $535,354 in same period of fiscal 2013.

Milestone payments and royalty revenue

Milestone payments and royalty revenue from the 2011 sale of the Company's Chilean iron ore properties was $3,289,040 and consisted of a milestone payment of US$1 million in September 2013, the earning of the US$2 million milestone payment due no later than May 20, 2015 and the Company's first royalty payment of US$121,705 related to one shipment of iron ore in the Quarter. There were no milestone payments or royalty revenues in the second quarter of fiscal 2013.

Net income

Net income for the three months ended November 30, 2013 was $2,646,938 or $0.015 per share compared with net income of $651,683 or $0.008 per share for the three months ended November 30, 2012. Net income was negatively impacted primarily as a result of a lower overall gold selling price. Net income was positively impacted in the Quarter by milestone payments and royalty revenue of $3,289,040, less interest expense of $287,691 and deferred income taxes of $369,675 from Chile.

Exploration and evaluation assets
For three months ended November 30, 2013, the Company spent approximately $120,000 at the Pine Cove Project on exploration activities as described above.

For the six months ended November 30, 2013
Revenue
For the six months ended November 30, 2013, the Company generated $11,031,229 in revenue at an average sales price of $1,380 per ounce. Revenue decreased approximately 10% from last year, due to a 7% increase in sales volume and a 16% drop in average sales price.

Cost of sales and gross margin
For the six months ended November 30, 2013, cost of sales was $8,983,561 yielding a gross margin of $2,047,668 (19% gross margin percentage) compared to the first half of fiscal 2013, which generated a cost of sales of $8,351,925, yielding a gross margin of $3,903,937 (32% gross margin percentage). The difference in gross margin on a year to date basis compared to the similar period in the previous fiscal year can be explained by an increase in depletion and depreciation of $545,062, due to an increase in volume and a larger depreciable asset base. The accounting for production stripping costs decreased mining expense last year by $707,302, when this amount was capitalized to the balance sheet. Higher milling costs are a result of higher maintenance, hydro and grinding costs which are related to the increased number of tonnes per day and increased labour costs. These increases were offset by lower crushing costs as mentioned above.

Administrative expenses
For the six months ended November 30, 2013, administrative expenses totaled $1,006,948 compared to $990,671 in same period of fiscal 2013.

Milestone payments and royalty revenue
Milestone payments and royalty revenue from the 2011 sale of the Company's Chilean iron ore properties was $3,289,040 and consisted of a milestone payment of US$1 million in September 2013, the earning of the US$2 million milestone payment due no later than May 20, 2015 and the Company's first royalty payment of US$121,705 related to one shipment of iron ore in the Quarter. There were no milestone payments or royalty revenues in the second quarter of fiscal 2013.

Net income
Net income for the six months ended November 30, 2013 was $3,243,234 or $0.018 per share compared with net income of $2,346,182 or $0.013 per share for the six months ended November 30, 2012. Net income decreased primarily as a result of a lower overall gold selling price and the recording of a current income tax provision of $249,000. Net income was positively impacted by milestone payments and royalty revenue of $3,289,040, less interest expense of $287,691 and deferred income taxes of $369,675 from Chile.

Exploration and evaluation assets
For six months ended November 30, 2013, the Company spent approximately $600,000 at the Pine Cove Project on exploration activities as described above.

Summary of quarterly results

	November 30 2013 $	August 31 2013 $	May 31 2013[2] $	February 28 2013[2] $
Total assets	29,330,570	25,932,341	25,570,895	21,916,679
Long-term liabilities	1,644,300	1,302,310	1,288,151	1,313,219
Shareholders' equity	24,923,252	22,245,411	21,540,127	16,675,547
Total revenues	5,299,446	5,731,783	6,780,307	5,137,269
Net income (loss)	2,646,938	596,296	4,670,911	604,827
Net income (loss) per share - basic[1]	0.015	0.003	0.026	0.003
Net income (loss) per share - fully-diluted[1]	0.015	0.003	0.026	0.003

	November 30 2012[2] $	August 31 2012[2] $	May 31 2012 $	February 29 2012 $
Total assets	21,887,653	22,081,727	21,044,630	23,139,184
Long-term liabilities	1,338,287	3,854,117	4,488,260	7,779,850
Shareholders' equity	15,999,912	15,282,783	13,527,818	11,691,630
Total revenues	5,395,563	6,860,300	6,035,734	5,558,524
Net (loss)	651,681	1,694,501	(889,397)	5,789,191
Net (loss) per share - basic[1]	0.004	0.010	(0.005)	0.033
Net income (loss) per share - fully-diuted[1]	0.003	0.009	(0.005)	0.031

[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.

[2] Certain data in these periods has been restated as a result of changes in accounting policy as described in note 1 and 19 in the Financial Statements.

Liquidity, working capital and capital resources

As at November 30, 2013, the Company had cash and cash equivalents of $2,272,713 (May 31, 2013 - $466,899) and net working capital of $1,864,314 (May 31, 2013 – a working capital deficit of $163,428), an accumulated deficit of $12,319,330 (May 31, 2013 - $15,562,564) and positive cash flow from operations for the six months ended November 30, 2013 of $3,568,785 (six months ended November 30, 2012 – $3,130,557).

The Company's primary source of cash during the periods was sales of gold production from its Pine Cove Project and milestone and royalty payments from Chile. 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 six months ended November 30, 2013, the Company generated cash flow from operations of $3,568,785. Trade and other receivables increased by $36,207, HST receivable decreased by $305,674, prepaid expenses and deposits increased $35,392, inventory balances increased by $534,015, as a result of an increase in raw material stockpiles and trade and other payables increased by $33,125.

Investing activities
Changes to investing activities during the six months ended November 30, 2013 are:

- Additions to property, mill and equipment of $748,469, including the purchase of items for crusher upgrades, computer software, and a dust control system;

- Additions to exploration and evaluation assets of $599,611 related to exploration programs mentioned above: and
- Additions to production stripping assets of $362,361.

Financing activities
The Company received the proceeds of a bank loan in the amount of $46,351 for the purchase of a vehicle. The Company's government loans were repaid during the six months ended November 30, 2013 in the amount of $96,839.

As at November 30, 2013, the capital structure of the Company consisted primarily of all the components of shareholders' equity and government and bank 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 $2,602,509. In addition, the Company has $165,498 in a government loan that amortizes in equal monthly payments until December 14, 2014 and a bank loan with a remaining amortization period of 67 months.

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 six months ended November 30	**2013**	2012
	$	$
Salaries and short term benefits [1]	**306,735**	269,039
Share based payments [2]	**123,120**	97,652
	429,855	366,691

[1] Includes salary, management bonus, benefits and directors fees paid
[2] Includes share based payments vested during the period

For the six months ending November 30, 2013, Raven Hill Partners Inc. ("Raven Hill') charged Anaconda a total of $22,500 in respect of corporate administration and accounting services provided by employees of Raven Hill, $105,000 in rent for the Company's head office and $nil for investor relations costs ($162,000, $105,000 and $18,000 for the six months ended November 30, 2012, respectively). Raven Hill is beneficially owned by Lewis Lawrick and Dustin Angelo, directors of the Company.

As at November 30, 2013, included in trade and other payables is $38,500 (May 31, 2013 - $41,500) of amounts due for directors' fees.

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 three and six months ended November 30, 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 that 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 cost 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.

Production stripping costs are recorded at cost when mining activities yield a strip ratio above the life of mine strip ratio and are amortized on a "units-of-mine-production" when mining activities yield a strip ratio below the life of mine strip ratio.

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 November 30, 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 $94,561 at November 30, 2013.

Liquidity risk
As at November 30, 2013, the Company had a net working capital of $1,864,314. The Company utilized the cash flow generated from the Pine Cove Project's operations and the milestone payments and royalty revenue from Chile. 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 November 30, 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.

The milestone payments and royalty revenue and some of the operational and other expenses incurred by the Company are received/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, 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, 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 mining and 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. These activities are also subject to various laws and regulations relating to protection of the environment. Although the Company believes that its mining and mineral exploration 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 to 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 history of profitability only in the past two years and has a shareholder deficit of $12,319,330 as at November 30, 2013. 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 worldwide 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 January 7, 2014:

Common shares of no par value	Number
Shares	179,878,963
Options	14,930,000
Fully diluted shares outstanding	194,808,963

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 November 30, 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 *National 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 reflects 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; and
- 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 November 30, 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 November 30, 2013.

There have been no changes in the Company's internal control over financial reporting during the three months ended November 30, 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 January 7, 2014. 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