

**ANACONDA MINING INC.**  
**(the “Corporation”)**

**BY-LAW NO. 2**  
**being a by-law amending By-Law No. 1 of the Corporation**

**BE IT ENACTED as a by-law of the Corporation as follows:**

**1. By adding thereto the following paragraphs:**

**1. ADVANCE NOTICE OF NOMINATION OF DIRECTORS**

(a) Subject only to the Act and the articles of the Company, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors, (i) by or at the direction of the board, including pursuant to a notice of meeting, (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of the shareholders made in accordance with the provisions of the Act or (iii) by any person (a “**Nominating Shareholder**”) (A) who, at the close of business on the date of the giving of the notice provided for below in this Section 1 and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (B) who complies with the notice procedures set forth below.

(b) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Secretary of the Company at the principal executive offices of the Company in accordance with this Section 1.

(c) To be timely, a Nominating Shareholder’s notice to the Secretary of the Company must be made (i) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the “**Notice Date**”) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder’s notice as described above.

(d) To be in proper written form, a Nominating Shareholder’s notice to the Secretary of the Company must set forth (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (A) the name, age, business address and residential address of the person, (B) the principal occupation or employment of the person, (C) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, and (D) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and applicable securities laws; and (ii) as to the

Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and applicable securities laws. The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

(e) No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Section 1; provided, however, that nothing in this Section 1 shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

(f) For purposes of this Section 1, (i) "**public announcement**" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com); and (ii) "**Applicable Securities Laws**" means the applicable Securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

(g) Notwithstanding any other provision of this By-law No. 2, notice given to the Secretary of the Company pursuant to this Section 1 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

(h) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section

**2. Section 4 of By-Law No. 1 of the Corporation is hereby repealed and revoked in its entirety and the following Section 4 is hereby substituted therefor:**

4. Duties and Number. Subject to any unanimous shareholder agreement, the directors shall manage or supervise the management of the business and affairs of the Company. The board of directors shall consist of the number of directors set out in the articles of the Company or, if the number of directors has since been changed the number of directors in office at the date hereof or, where a minimum and a maximum number is provided for in the articles, such number of directors as shall be determined from time to time by special resolution or, if the special resolution empowers the directors to determine the number, by resolution of the directors.

4(1). Director Qualification. No person shall be qualified for election as a director if he is less than 18 years of age; if he is a person who has been found under the *Substitute Decisions Act, 1992* (Ontario) or the *Mental Health Act* (Ontario) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere; if he is not an individual; or if he has the status of a bankrupt. A director need not be a shareholder. At least 25 percent of the directors shall be resident Canadians, provided that if the Corporation has less than four directors, at least one director shall be a resident Canadian. If the Corporation is or becomes an offering corporation within the meaning of the Act, at least one-third of the directors of the Corporation shall not be officers or employees of the Corporation or any of its affiliates.

**3. Section 63 of By-Law No. 1 of the Corporation is hereby repealed and revoked in its entirety and the following Sections 63 is hereby substituted therefor:**

63. Form of Share Certificate; Uncertificated Shares. Share certificates and the form of stock transfer power on the reverse side thereof shall (subject to Section 56 of the *Ontario Business Corporations Act* (the “Act”)) be in such form as the board of directors may by resolution approve and such share certificate issued by the Company shall be signed by the Chairman of the Board or the Vice-Chairman of the Board or the President or a Vice-President and the Secretary or an Assistant Secretary holding office at the time of signing. The directors may, in accordance with the Act, by resolution provide that any or all classes and series of its shares or other securities shall be uncertificated securities, provided that such resolution shall not apply to securities represented by a certificate until such certificate is surrendered to the Company.

The signature of the Chairman of the Board, the Vice-Chairman of the Board, the President or a Vice-President may be printed, engraved, lithographed or otherwise mechanically reproduced upon certificates for shares of the Company. Certificates so signed shall be deemed to have been manually signed by the Chairman of the Board, the Vice-Chairman of the Board, the President or a Vice-President whose signature is so printed, engraved, lithographed or otherwise mechanically reproduced thereon and shall be as valid to all intents and purposes as if they had been signed manually. Where the Company has appointed a registrar, transfer agent or branch transfer agent or other authenticating agent for the shares (or for the shares of any class or classes) of the Company the signature of the Secretary or Assistant Secretary may also be printed, engraved, lithographed or otherwise mechanically reproduced on certificates representing the shares (or the shares of any class or classes in respect of which any such appointment has been made) of the Company and when manually countersigned by or on behalf of a registrar, transfer agent or branch transfer agent or other authenticating agent such certificates so signed shall be as valid to all intents and purposes as if they had been manually signed by the aforesaid officers. A share certificate containing the signature of a person which is printed, engraved, lithographed or otherwise mechanically reproduced thereon may be issued notwithstanding that the person has ceased to be an officer of the Company and shall be as valid as if he were an officer at the date of its issue.

**4. By adding thereto the following paragraphs to Section 63 of By-Law No. 1 of the Corporation:**

63(1). Shareholder Entitled to Certificate or DRS Advice. Each shareholder is entitled to (a) in respect of shares that are not designated by the directors as being uncertificated shares, one share certificate representing the shares of each class or series of shares registered in the shareholder’s name or (b) in respect of shares that are designated by the directors as being uncertificated shares, a direct registration advice or similar confirmation from the Company’s transfer agent regarding the shareholder’s shares (a “**DRS Advice**”), provided that in respect of a share held jointly by several persons, the Company is not bound to issue or cause to be issued more than one share certificate or DRS Advice, and delivery of a

share certificate or DRS Advice to one of several joint shareholders or to a duly authorized agent of one of the several joint shareholders will be sufficient delivery to all.

63(2) Notice to holder of uncertificated security or DRS Advice. Within a reasonable time after the issuance or transfer of an uncertificated security, the Company shall send to the registered owner of the uncertificated security a written notice containing the information required to be stated on a share certificate pursuant to Subsections 56 (1) and (2) of the Act.

63(3) Delivery by Mail. Any share certificate or DRS Advice may be sent to the shareholder by mail at the shareholder's registered address and neither the Company nor any director, officer or agent of the Company is liable for any loss to the shareholder because the share certificate or DRS Advice is lost in the mail or stolen.

63(4) Replacement of Share Certificates. The directors or any officer or agent designated by the directors may in their or his or her discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken on payment of such reasonable fee, and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the directors, or any officer or agent designated by the directors, may from time to time prescribe, whether generally or in any particular case.

63(5) Splitting Share Certificates. If a shareholder surrenders a share certificate to the Company with a written request that the Company issue in the shareholder's name two or more share certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the share certificate so surrendered, the Company must cancel the surrendered share certificate and issue replacement share certificates in accordance with that request.

63(6) Certificate Fee. The Company may charge a fee in relation to the issue of any share certificate, the amount, if any and which must not exceed the amount prescribed under the Act, determined by the directors.

5. By-Law No. 1, as amended from time to time (including by this amended By-Law No. 2), of the by-laws of the Corporation shall be read together and shall have effect, so far as practicable, as though all the provisions thereof were contained in one by-law of the Corporation. All terms contained in this by-law which are defined in By-Law No. 1, as amended from time to time (including by this amended By-Law No. 2), of the by-laws of the Corporation shall, for all purposes hereof, have the meanings given to such terms in the said By-Law Nos. 1 and 2, as amended from time to time (including by this amended By-Law No. 1B) unless expressly stated otherwise or the context otherwise requires.

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This amendment to By-Law No. 2 of the Corporation shall come into force upon being passed by the directors in accordance with the Act.

MADE by the Board the 7<sup>th</sup> day of October, 2015.

WITNESS the seal of the Corporation.

signed "Dustin Angelo"  
President and Chief Executive Officer

signed "Errol Farr"  
Chief Financial Officer and Corporate Secretary