

ZINCO MINING CORPORATION

(an exploration stage company)

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2009 AND 2008

(Unaudited)

ZINCO MINING CORPORATION

#205 – 16055 Fraser Highway,
Surrey, B.C. V4N 0G2
Canada

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NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

ZINCO MINING CORPORATION

(an exploration stage company)

Consolidated Balance Sheets

	June 30, 2009	Sept. 30, 2008
	<i>(Unaudited)</i>	
ASSETS		
Current		
Cash and cash equivalents	\$ 62,997	\$ 331,939
Accounts receivable	4,395	64,931
Prepaid expenses	<u>2,430</u>	<u>2,430</u>
Total current assets	69,822	399,300
Equipment and vehicle (Note 5)	9,548	10,979
Mineral interests (Note 6)	<u>2,643,725</u>	<u>2,528,784</u>
Total assets	<u>\$ 2,723,095</u>	<u>\$ 2,939,063</u>
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ <u>261,444</u>	\$ <u>339,716</u>
Total current liabilities	<u>261,444</u>	<u>339,716</u>
SHAREHOLDERS' EQUITY		
Share capital (Note 7)	7,183,280	7,138,880
Contributed surplus (Note 7)	1,190,796	1,155,736
Deficit	<u>(5,912,425)</u>	<u>(5,695,269)</u>
Total shareholders' equity	<u>2,461,651</u>	<u>2,599,347</u>
Total liabilities and shareholders' equity	<u>\$ 2,723,095</u>	<u>\$ 2,939,063</u>

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

On behalf of the Board:

“Alastair J. Sinclair”
Alastair J. Sinclair

“David J. Elgee
David J. Elgee

ZINCO MINING CORPORATION

(an exploration stage company)

Consolidated Statements of Loss, Comprehensive Loss and Deficit

For the six and three months ended June 30,

(Unaudited)

Three Months			Six Months	
2009	2008		2009	2008
		Expenses		
436	611	Amortization	\$ 1,431	\$ 1,879
387	802	Bank charges	1,845	2,629
9,000	3,000	Consulting fees	27,000	9,000
(357)	4,772	Foreign exchange loss (gain)	1,427	3,671
4,797	23,943	General prospecting costs (recovery)	4,276	29,877
9,620	7,539	Management fees	29,446	31,342
215	1,421	Office and sundry	5,199	7,778
23,415	21,765	Professional fees	73,859	63,921
600	600	Rent	1,800	1,800
(312)	3,525	Shareholder communication	4,488	22,055
9,903	55,787	Stock-based compensation (Note 7)	35,060	184,507
1,040	1,186	Telephone	3,204	3,511
2,568	1,144	Transfer agent and filing fees	15,796	25,075
158	6,901	Travel and promotion	14,192	22,598
61,470	132,996		219,023	409,643
(61,470)	(132,996)	Loss before the following	(219,023)	(409,643)
17	6,386	Other Income – Interest	1,867	12,099
(61,453)	(126,610)	Loss and comprehensive loss for the period	(217,156)	(397,544)
(5,850,972)	(5,347,883)	Deficit, beginning of period	(5,695,269)	(5,076,949)
(5,912,425)	(5,474,493)	Deficit, end of period	\$ (5,912,425)	\$ (5,474,493)
(0.002)	(0.005)	Basic and diluted loss per share	\$ (0.009)	\$ (0.018)
24,624,847	24,494,737	Weighted average number of shares outstanding (Note 8)	24,885,067	21,921,744

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

ZINCO MINING CORPORATION

(an exploration stage company)

Consolidated Statements of Cash Flows

For the six and three months ended June 30,

(Unaudited)

Three Months			Six Months	
2009	2008		2009	2008
Operating activities				
\$ (61,453)	\$ (126,610)	Loss for the period	\$ (217,156)	\$ (397,544)
		Add items not involving cash		
436	611	Amortization	1,431	1,879
9,903	55,787	Stock-based compensation	35,060	184,507
(51,114)	(70,212)		(180,665)	(211,158)
Change in non-cash working capital balances related to operations:				
470	(37,740)	Accounts receivable	60,536	(32,000)
—	(3,888)	Prepaid expenses	—	(2,588)
(8,061)	(10,535)	Accounts payable and accrued liabilities	(82,828)	(77,355)
(58,705)	(122,375)	Cash used in operating activities	(202,957)	(323,101)
Investing activities				
		(Acquisition of mineral interests and exploration costs) recovery		
12,142	(394,209)		(65,985)	(492,386)
12,142	(394,209)	Cash provided by (used in) investing activities	(65,985)	(492,386)
Financing activities				
—	—	Proceeds from issuance of shares	—	1,400,000
—	—	Cash provided by financing activities	—	1,400,000
(46,563)	(516,584)	Increase (Decrease) in cash and cash equivalents during the period	(268,942)	584,513
109,560	1,209,258	Cash and cash equivalents, beginning of period	331,939	108,161
\$ 62,997	\$ 692,674	Cash and cash equivalents, end of period	\$ 62,997	\$ 692,674
Supplemental cash flow information				
\$ —	\$ —	Interest paid in cash	\$ —	\$ —
\$ —	\$ —	Income taxes paid in cash	\$ —	\$ —

Supplemental disclosure with respect to cash flows (Note 13)

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

ZINCO MINING CORPORATION

(an exploration stage company)

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

1. Nature of Operations and Going Concern

Zinco Mining Corporation [the “Company”] was incorporated under the laws of British Columbia, Canada on March 14, 1983. The Company received approval to change its name to Zinco Mining Corporation on January 26, 2007.

The Company is considered to be in the exploration stage. The Company in the process of exploring its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and related deferred costs is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete development and upon future profitable production.

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles applicable to a going concern which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations rather than through a process of forced liquidation.

The ability of the Company to continue as a going concern is dependent on the continued financial support from its directors, public equity financing, or achieving profitable operations in the future which cannot be predicted at this time. These statements do not reflect adjustments to carrying values and classifications of the assets and liabilities that might be necessary should the Company be unable to continue realizing its assets and discharging its liabilities in the normal course of business.

Since October, 2008, the Company has been trying to raise further funds to meet its cash requirements, but has not been successful so far. The Company currently does not have sufficient funds to sustain operations and would be unable to make the mandatory regulatory and exploration filings and payments to maintain the Company’s assets. The Company needs at least \$760,000 in funding to meet its minimum working capital and mineral property requirements for the next twelve months. The Company has only enough funds on hand to meet minimum administration requirements for about the next four months. Unless it can raise further funds within this time period, the Company will be unable to meet its listing requirements and may lose some of its mineral properties.

2. Basis of presentation

The interim period financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles. All financial summaries included are presented on a comparative and consistent basis showing the figures for the corresponding period in the preceding year except the comparative figures for the balance sheet are for the fiscal year ended September 30, 2008. The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the annual financial statements. Certain information and footnote disclosure normally included in the annual financial statements prepared in accordance with Canadian generally accepted accounting principles have been condensed or omitted. These interim period financial statements should be read together with the audited financial statements and the accompanying notes included in the Company’s latest annual report.

2. Basis of presentation, continued

In the opinion of the Company, its unaudited interim financial statements contain all adjustments necessary in order to present a fair statement of the results of the interim periods presented.

3. Significant Accounting Policies

(a) Consolidation

The consolidated financial statements include the accounts of Zinco Mining Corporation and its wholly-owned subsidiary, Minera Croesus S.A. de C.V. (“Minera”), a company incorporated in Mexico. All significant inter-company balances and transactions have been eliminated.

(b) Use of estimates

The preparation of financial statements in accordance with generally accepted accounting principles of Canada requires management to make estimates and assumptions that affect the reported amount of assets and liabilities the disclosure of contingent assets and liabilities at the date of the financial statements, and the amount of revenues and expenses reported during the period. Actual results may differ from those estimates.

(c) Cash and cash equivalents

Cash and cash equivalents consist of cash and highly liquid investments with maturities of less than 90 days and are readily convertible to cash.

(d) Equipment and vehicle

These assets are recorded at cost less accumulated amortization and are amortized over their estimated useful lives at the following rates:

Vehicle	30% per annum, declining-balance basis
Exploration equipment	20% per annum, declining-balance basis
Computer equipment	30% per annum, declining-balance basis

(e) Mineral interests

All costs related to the acquisition, exploration and development of mineral properties are capitalized by property. If economically recoverable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the unit of production method. When a property is abandoned, all related costs are written off to operations. If, after management review, it is determined that the carrying amount of a mineral property is impaired, that property is written down to its estimated net realizable value. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

3. Significant Accounting Policies, continued

(e) Mineral interests, continued

The amounts shown for mineral properties do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

(f) Property option agreement

From time to time, the Company may acquire or dispose of mineral properties pursuant to the terms of option agreements. Due to the fact that options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as mineral property costs or recoveries when the payments are made or received.

(g) Loss per share

The calculation of basic loss per share is based on net loss divided by the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per share reflect the assumed conversion of all dilutive securities using the treasury stock method. For the periods presented, the calculation of loss per share on a diluted basis excluded all potential common shares because the effect was anti-dilutive.

(h) Stock-based compensation

The Company has a stock option plan as described in note 7. The fair value method is used to determine the expense for stock-based awards granted to employees and non-employees. Under the fair value method, compensation cost is measured at fair value at the date of grant using the Black-Scholes option pricing model with assumptions described in note 7. The compensation cost is expensed over the vesting period with a corresponding credit to contributed surplus. Consideration paid on the exercise of stock options plus the amount of previously recognized expense is credited to share capital when the options are exercised.

(i) Foreign currency translation

The Company's functional currency is the Canadian dollar. Foreign currency transactions and the accounts of its subsidiary, which is considered to be an integrated foreign operation, are translated into Canadian dollars using the temporal method. Under this method, assets and liabilities in foreign currencies related to integrated foreign operations are translated into Canadian dollars using current exchange rates at the balance sheet dates for monetary assets and liabilities, historical exchange rates for non-monetary assets and liabilities, and the average monthly exchange rate for revenues and expenses, except for amortization, which is translated at the historical exchange rate of the corresponding non-monetary assets. Exchange gains and losses arising on translation are included in operations in the period incurred.

3. Significant Accounting Policies, continued

(j) Income taxes

Future income taxes are recorded using the asset and liability method. Under the asset and liability method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. To the extent that the Company does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

(k) Asset Retirement Obligations

Asset retirement obligations are recognized when a legal or constructive obligation arises. This liability is recognized at the fair value of the asset retirement obligation. When the liability is initially recorded the Company capitalizes the cost by increasing the carrying amount of the related long-lived assets. Over time the liability is accreted to its present value each period, and the capitalized cost is amortized over the useful life of the related asset. Upon settlement of the liability, the Company may incur a gain or loss. As at June 30, 2009 and 2008 the Company did not have any significant asset retirement obligations.

(l) Financial instruments

The Company follows the recommendations of the Canadian Institute of Chartered Accountants (“CICA”) under CICA Handbook Section 1530 “Comprehensive Income” (“Section 1530”), Section 3251 “Equity”, Section 3855 “Financial Instruments – Recognition and Measurement” (“Section 3855”), Section 3861 “Financial Instruments – Disclosure and Presentation” and Section 3865 “Hedges”. These new sections, which apply to fiscal years beginning on or after October 1, 2006, provide requirements for the recognition and measurement of financial instruments and on the use of hedge accounting. Section 1530 establishes standards for reporting and presenting comprehensive income which is defined as the change in equity from transactions and other events from non-owner sources. Other comprehensive income refers to items recognized in comprehensive income but that are excluded from net income calculated in accordance with Canadian generally accepted accounting principles.

3. Significant Accounting Policies, continued

(1) Financial instruments, continued

Under Section 3855, all financial instruments are classified into one of five categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments and derivatives are measured in the balance sheet at fair value except for loans and receivables, held-to-maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification as follows: (1) held-for-trading financial assets are measured at fair value and changes in fair value are recognized in net income; (2) available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the instrument is derecognized or impaired; and (3) all derivative instruments, including embedded derivatives, are recorded in the balance sheet at fair value unless they qualify for the normal sale normal purchase exemption and changes in their fair value are recorded in income unless cash flow hedge accounting is used, in which case changes in fair value are recorded in other comprehensive income.

The Company has classified its cash and cash equivalents as held-for-trading. Accounts receivable are classified as loans and receivables. Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities, all of which are measured at amortized cost. The Company has elected to measure all derivatives and embedded derivatives at fair value and the Company has maintained its policy not to use hedge accounting.

Section 3855 also provides guidance on accounting for transaction costs incurred upon the issuance of debt instruments or modification of a financial liability. Transaction costs are now deducted from the financial liability and are amortized using the effective interest method over the expected life of the related liability.

4. Changes in Accounting Policies and Recent Accounting Pronouncements

Effective October 1, 2007, the Company adopted the following new accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA"):

Section 1400, General Standards of Financial Statement Presentation

In June 2007, the CICA amended Section 1400 to include requirements to assess an entity's ability to continue as a going concern and disclose any material uncertainties that cast doubt on its ability to continue as a going concern. The mandatory effective date is for annual and interim financial statements for years beginning on or after January 1, 2008. This new requirement was adopted by the Company effective October 1, 2008.

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(an exploration stage company)
Notes to Consolidated Financial Statements
June 30, 2009 and 2008

4. Changes in Accounting Policies and Recent Accounting Pronouncements, continued

New Accounting Standards Not Yet Adopted

International Financial Reporting Standards

In January 2006, the CICA Accounting Standards Board (ACSB) adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies are expected to converge with International Financial Reporting Standards (“IFRS”) by the end of 2011. For the Company, the transition date will be effective October 1, 2011 and will require the restatement for comparative purposes of amounts reported by the Company for the year ended September 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

5. Equipment and Vehicle

	June 30, 2009		
	Cost	Accumulated Amortization	Net book Value
Vehicle	\$ 14,425	\$ 13,630	\$ 795
Exploration equipment	14,128	5,801	8,327
Computer equipment	10,133	9,707	426
	<u>\$ 38,686</u>	<u>\$ 29,138</u>	<u>\$ 9,548</u>
	September 30, 2008		
	Cost	Accumulated Amortization	Net book Value
Vehicle	\$ 14,425	13,586	\$ 839
Exploration equipment	14,128	4,538	9,590
Computer equipment	10,133	9,583	550
	<u>\$ 38,686</u>	<u>\$ 27,707</u>	<u>\$ 10,979</u>

ZINCO MINING CORPORATION
(an exploration stage company)
Notes to Consolidated Financial Statements
June 30, 2009 and 2008

6. Mineral Interests

	Balance September 30, 2008	Additions	Write-offs	Balance June 30, 2009
Almatea, Jalisco State, Mexico				
Deferred exploration costs	\$ 492,737	\$ 26,151	\$ —	\$ 518,888
Cabrel, Jalisco State, Mexico				
Deferred exploration costs	163,273	3,038	—	166,311
Canton, Jalisco State, Mexico				
Acquisition costs	42	—	—	42
Deferred exploration costs	126,406	—	—	126,406
	126,448	—	—	126,448
El Maple/La Diana, Jalisco State, Mexico				
Acquisition costs	48,406	—	—	48,406
Deferred exploration costs	1,621,868	68,236	—	1,690,104
	1,670,274	68,236	—	1,738,510
El Volantin, Jalisco State, Mexico				
Deferred exploration costs	76,052	17,516	—	93,568
Total	\$ 2,528,784	\$ 114,941	\$ —	\$ 2,643,725

The following is a summary of the deferred exploration costs incurred on the El Maple/La Diana property during the nine month period ended June 30, 2009:

	Almatea	Cabrel	Canton	El Volantin	El Maple/La Diana	Total
Acquisition costs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Assays & analysis	—	—	—	—	30,814	30,814
Drilling	—	—	—	—	—	—
Geological consulting	11,565	—	—	668	31,726	43,959
Geophysical	—	—	—	—	—	—
Mining taxes	10,751	3,038	—	16,848	5,696	36,333
Supplies and Miscellaneous	1,872	—	—	—	—	1,872
Travel	1,963	—	—	—	—	1,963
Total	\$ 26,151	\$ 3,038	\$ —	\$ 17,516	\$ 68,236	\$ 114,941

ZINCO MINING CORPORATION
(an exploration stage company)
Notes to Consolidated Financial Statements
June 30, 2009 and 2008

6. Mineral Interests, continued

Mineral properties of Zinco Mining Corporation are all concentrated in or near the Cuale district, east of Puerto Vallarta, Mexico. They are comprised of the following:

Almatea, Jalisco State, Mexico: This property lies east of the el Maple property and was acquired by staking. The Company holds a 100% interest in this property. Almatea overlaps the abandoned Cuatro Minas and Amaltea mines, as well as prospective ground near the Aranjuez VMS camp.

Cabrel, Jalisco State, Mexico: The Cabrel property is located southeast of Puerto Vallarta, Mexico, and was acquired by staking. The Company holds a 100% interest in this property.

Canton, Jalisco State, Mexico: The Canton property lies between the El Maple and Almatea properties and was staked to join the properties in a contiguous unit. The Company holds a 100% interest in this property.

El Maple/La Diana, Cuale district, Mexico: This property is located south of Puerto Vallarta, and consists of the El Maple Fraccion I, El Maple and La Diana claims. All of the claims were acquired by staking, and the Company holds a 100% interest in this property. Naricero, Refugio, San Nicolas and San Juan are some of the more significant past-producing VMS deposits on the Property.

El Volantin, Jalisco State, Mexico: This property extends from the Cabrel property on the south to the El Maple and Almatea properties on the north, with the result that all of the Company's holdings in the Cuale-Bramador areas form a contiguous block of ground.

	Balance September 30, 2007	Additions	Write-offs	Balance September 30, 2008
Almatea, Jalisco State, Mexico				
Deferred exploration costs	\$ 453,976	\$ 38,761	\$ —	\$ 492,737
Cabrel, Jalisco State, Mexico				
Deferred exploration costs	157,003	6,270	—	163,273
Canton, Jalisco State, Mexico				
Acquisition costs	42	—	—	42
Deferred exploration costs	107,128	19,278	—	126,406
	107,170	19,278	—	126,448
El Maple/La Diana, Jalisco State, Mexico				
Acquisition costs	48,406	—	—	48,406
Deferred exploration costs	740,095	881,773	—	1,621,868
	788,501	881,773	—	1,670,274
El Volantin, Jalisco State, Mexico				
Deferred exploration costs	56,520	19,532	—	76,052
Total	\$ 1,563,170	\$ 965,614	\$ —	\$ 2,528,784

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Notes to Consolidated Financial Statements
June 30, 2009 and 2008

6. Mineral Interests, continued

The following is a summary of deferred exploration costs incurred during the twelve month period ended September 30, 2008:

	Almatea	Cabrel	Canton	El Volantin	El Maple/La Diana	Total
Acquisition costs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Assays & analysis	—	—	4,718	—	128,760	133,478
Drilling	—	—	—	—	463,909	463,909
Geological consulting	10,567	415	7,822	3,384	205,338	227,526
Geophysical	—	—	—	—	619	619
Mining taxes	20,601	5,823	6,738	15,866	(40,632)	8,396
Supplies and Miscellaneous	4,369	32	—	52	86,900	91,353
Travel	3,224	—	—	230	36,879	40,333
Total	\$ 38,761	\$ 6,270	\$ 19,278	\$ 19,532	\$ 881,773	\$ 965,614

7. Share Capital

The following is a description of the authorized and issued share capital:

- (a) Authorized: Unlimited common shares without par value
- (b) Issued:

	Shares	Amount
Balance, September 30, 2007	18,494,737	\$ 5,738,880
Issued for cash pursuant to a private placement at \$0.40 per share	1,000,000	400,000
Issued for cash pursuant to a private placement at \$0.20 per share	5,000,000	1,000,000
Balance, September 30, 2008	24,494,737	\$ 7,138,880
Issued for debt at \$0.10 per share	444,000	44,400
Balance, June 30, 2009	24,938,737	\$ 7,183,280

During the year ended September 30, 2008 the Company closed two private placements consisting of 1,000,000 units at \$0.40 and 5,000,000 at \$0.20 per unit. Each unit consisted of one share and one share purchase warrant which enables the holder to buy an additional share for a period of one year. 1,000,000 warrants are exercisable at \$0.45 and 5,000,000 are at \$0.25.

During the nine months ended June 30, 2009, the Company received regulatory approval and issued 444,000 common shares at \$0.10 to a related party for geological fees owing to February, 2009.

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7. Share Capital, continued

(c) Escrow Shares

During the current nine month period 56,250 common shares were released from escrow, leaving the balance of shares in escrow at 56,250. The release of the balance of these shares is staged over a period of six years ending on December 18, 2009.

(d) Stock options

The Company has established a stock option plan the purpose of which is to attract, retain and motivate directors, officers, employees and persons engaged to provide ongoing management and consulting services (“service providers”) by providing them with the opportunity, through share options, to acquire a proprietary interest in the Company and benefit from its growth. The maximum number of shares which may be issued under the plan is fixed at 4,898,947. This number is subject to adjustment resulting from changes in the share capital of the Company. Such adjustments are subject to approval by the TSX Venture Exchange and by the shareholders of the Company. The number of shares reserved for issuance to any one person may not exceed 5% of the issued and outstanding shares at the date of such grant. All options granted under the plan shall be subject to a vesting restriction such that one quarter of the option shall vest on the date of grant, and one quarter each six month period thereafter until fully vested.

The option price of the shares which are the subject of any option shall in no circumstances be less than the market price of the shares at the date of the grant of the option.

A summary of the status of the Company’s stock option plan as of June 30, 2009 and September 30, 2008, and changes during the periods ending on those dates is presented below:

	June 30, 2009		September 30, 2008	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price ₍₁₎
Outstanding at beginning of period	2,650,000	\$0.30	2,150,000	\$0.30
Granted	—	—	500,000	\$0.30
Exercised	—	—	—	—
Expired	(710,000)	\$0.30	—	—
Outstanding at end of period	1,940,000	\$0.30	2,650,000	\$0.30
Exercisable at end of period	1,815,000	\$0.30	2,275,000	\$0.30

Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (yr)	Weighted Average Exercise Price
\$0.30	1,940,000	2.84	\$0.30

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7. Share Capital, continued

(d) Stock options, continued

During the period ended June 30, 2009, 710,000 stock options expired unexercised.

During the period ended September 30, 2008 the Company amended the exercise price of 2,150,000 outstanding stock options from the original prices ranging from \$0.62 to \$0.75 to a new price of \$0.30.

Also during the 2008 period, the Company granted 500,000 stock options exercisable at \$0.30 expiring May 5, 2013 to directors, officers and consultants.

The fair values of the stock options granted were estimated using the Black-Scholes option pricing model with the following assumptions:

	September 30, 2008
Risk-free interest rate	3.34%
Dividend yield	0%
Expected volatility	103%
Expected term	5 Years

(e) Contributed surplus

The following table sets forth the continuity of contributed surplus for the period ended June 30, 2009 and September 30, 2008:

Balance, September 30, 2007	\$ 864,239
Stock-based compensation expense during the period	291,497
Balance September 30, 2008	1,155,736
Stock-based compensation expense during the period	35,060
Balance June 30, 2009	\$ 1,190,796

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7. Share Capital, continued

(f) Share Purchase Warrants

A summary of share purchase warrants outstanding at June 30, 2009 and September 30, 2008 is as follows:

	June 30, 2009		September 30, 2008	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding at beginning of period	6,000,000	\$0.28	1,650,000	\$0.62
Expired	(6,000,000)	0.28	(1,650,000)	0.62
Exercised	—	—	—	—
Granted	—	—	6,000,000	0.28
Outstanding at end of period	—	—	6,000,000	\$0.28
Exercisable at end of period	—	—	6,000,000	\$0.28

During the period ended June 30, 2009, all share purchase warrants expired unexercised.

8. Basic and Diluted Loss per share

The basic and diluted loss per share is calculated based on the following at June 30,:

	2009	2008
Weighted average number of common shares outstanding	24,885,067	21,921,744

The calculation of loss per share is based on net loss divided by the weighted-average number of common shares outstanding during the period. The effect of options and warrants under the stock option plan is not presented as it would have an anti-dilutive effect on the loss per share.

9. Financial Instruments

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to accounts receivable. The Company believes it has no significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2009, the Company had a cash and cash equivalents balance of \$62,997 (September 30, 2008 - \$331,939) to settle current liabilities of \$261,444 (September 30, 2008 - \$339,716). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

9. Financial Instruments, continued

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As of June 30, 2009, the Company had \$40,987 invested in investment-grade short-term deposit certificates.

(b) Foreign currency risk

The company's expenditures are in Canadian dollars, Mexican pesos, and any future equity raised is expected to be predominantly in Canadian dollars. As at June 30, 2009, the Company has accounts payable denominated in Mexican Pesos of 1,550,024, accounts receivable of \$nil Mexican Pesos and cash of 283,259 Mexican Pesos, with an approximate exchange rate of 0.09 to Canadian dollars. For each 10% change in the Canadian dollar vs. the Mexican Peso a gain/loss of \$11,400 would arise.

(c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of resources, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

10. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its resource properties and to maintain flexible capital structure for its projects for the benefit of its stakeholders.

In the management of capital, the Company includes the components of shareholders' equity as well as cash, receivables and current liabilities.

The Company manages the capital structure and makes adjustments to it in light of changes in the economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash.

10. Capital Management, continued

The Company does not have any major capital expenditures committed for the coming year.

Management reviews the capital structure on a regular basis to ensure that the above-noted objectives are met.

11. Related Party Transactions

- (a) The Company incurred the following expenses to June 30, to its directors or corporations controlled by its directors:

	2009	2008
Geological fees, general contracting, and equipment rentals	\$ 49,324	\$ 179,325
Legal fees	9,720	15,674
Management fees	29,446	31,342
Accounting fees	10,500	—
	<u>\$ 98,990</u>	<u>\$ 226,341</u>

- (b) Accounts payable and accrued liabilities includes \$15,946 (2008 - \$147,698) due to directors and/or officers of the Company.

These transactions have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties and which the management believes reflect prevailing market rates.

12. Segmented Information

The Company's mineral interests and equipment are owned through the Mexican subsidiary and held in Mexico.

13. Supplemental Disclosure with Respect to Cash Flows

Significant non-cash transactions for the period ended June 30, 2009 included incurring mineral property expenditures of \$48,956 (2008 - \$110,226) through accounts payable; and 444,000 common shares issued for payment of \$44,400 due to related parties.

14. Comparative Figures

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

15. Subsequent Event