

ZINCO MINING CORPORATION

(an exploration stage company)

CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2009 AND 2008

AUDITORS' REPORT

To the Shareholders of
Zinco Mining Corporation
(An Exploration Stage Company)

We have audited the consolidated balance sheets of Zinco Mining Corporation (An Exploration Stage Company) as at September 30, 2009 and 2008 and the consolidated statements of loss, comprehensive loss and deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2009 and 2008 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Accountants

January 22, 2010



ZINCO MINING CORPORATION

(an exploration stage company)

Consolidated Balance Sheets

As at September 30,

	2009	2008
ASSETS		
Current		
Cash and cash equivalents	\$ 37,946	\$ 331,939
Accounts receivable	14,542	64,931
Prepaid expenses	<u>2,430</u>	<u>2,430</u>
Total current assets	54,918	399,300
Equipment and vehicle (Note 4)	9,136	10,979
Mineral interests (Note 5)	<u>2,625,514</u>	<u>2,528,784</u>
Total assets	<u>\$ 2,689,568</u>	<u>\$ 2,939,063</u>
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ <u>253,716</u>	\$ <u>339,716</u>
Total current liabilities	<u>253,716</u>	<u>339,716</u>
SHAREHOLDERS' EQUITY		
Share capital (Note 6)	7,183,280	7,138,880
Contributed surplus (Note 6)	1,194,056	1,155,736
Deficit	<u>(5,941,484)</u>	<u>(5,695,269)</u>
Total shareholders' equity	<u>2,435,852</u>	<u>2,599,347</u>
Total liabilities and shareholders' equity	<u>\$ 2,689,568</u>	<u>\$ 2,939,063</u>

Nature of operations and going concern (Note 1)

Subsequent Events (Note 14)

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

On behalf of the Board:

“Alastair J. Sinclair”
Alastair J. Sinclair

“Tor Bruland”
Tor Bruland

ZINCO MINING CORPORATION

(an exploration stage company)

Consolidated Statements of Loss, Comprehensive Loss and Deficit

For the years ended September 30,

	2009	2008
Expenses		
Amortization	\$ 1,843	\$ 2,511
Bank charges	2,231	3,063
Consulting fees	36,000	36,000
Foreign exchange loss (gain)	(4,136)	7,496
General prospecting costs (recovery)	(102)	35,224
Management fees	35,084	42,242
Office and sundry	5,402	8,289
Professional fees	93,851	95,441
Rent	2,400	2,400
Shareholder communication	2,831	22,055
Stock-based compensation (Note 6)	38,320	291,497
Telephone	3,546	4,487
Transfer agent and filing fees	16,980	26,078
Travel and promotion	13,897	55,822
	248,147	632,605
Loss before the following	(248,147)	(632,605)
Other Income – Interest	1,932	14,285
Loss and comprehensive loss for the year	(246,215)	(618,320)
Deficit, beginning of year	(5,695,269)	(5,076,949)
Deficit, end of year	\$ (5,941,484)	\$ (5,695,269)
Basic and diluted loss per year	\$ (0.01)	\$ (0.03)
Weighted average number of shares outstanding (Note 7)	24,703,964	22,694,191

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 years ended September 30,

	2009	2008
Operating activities		
Loss for the year	\$ (246,215)	\$ (618,320)
Add items not involving cash		
Amortization	1,843	2,511
Stock-based compensation	38,320	291,497
Change in non-cash working capital balances related to operations:		
Accounts receivable	50,389	(46,562)
Prepaid expenses	—	(1,130)
Accounts payable and accrued liabilities	54,308	(23,867)
Cash used in operating activities	(101,355)	(395,871)
Investing activities		
Acquisition of mineral interests and exploration costs	(192,638)	(780,351)
Cash used in investing activities	(192,638)	(780,351)
Financing activities		
Proceeds from issuance of shares	—	1,400,000
Cash provided by financing activities	—	1,400,000
Increase (Decrease) in cash and cash equivalents during the year	(293,993)	223,778
Cash and cash equivalents, beginning of year	331,939	108,161
Cash and cash equivalents, end of year	\$ 37,946	\$ 331,939
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.

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 mineral reserves. 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.

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 \$500,000 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. As indicated in Note 15, subsequent to the year end the Company raised \$100,000 and has announced, subject to regulatory approval, a private placement that will generate up to \$1,000,000 to address its financing needs.

2. 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 inter-company balances and transactions have been eliminated.

2. Significant Accounting Policies, continued

(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 and 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 mineral 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.

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.

2. Significant Accounting Policies, continued

(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 year. 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 6. 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 6. 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 recognised 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. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions.

(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.

2. Significant Accounting Policies, continued

(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 September 30, 2009 and September 30, 2008 the Company did not have any significant asset retirement obligations.

(l) Impairment of long-lived assets

A long-lived asset is tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. An impairment loss is recognized when the carrying amount of a long-lived asset exceeds its fair value. For purposes of recognition and measurement of an impairment loss, a long-lived asset is grouped with other assets and liabilities to form an asset group at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Estimates of future cash flows used to test recoverability of a long-lived asset include only the future cash flows that are directly associated with, and that are expected to arise as a direct result of, its use and eventual disposition.

(m) 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.

2. Significant Accounting Policies, continued

(m) 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 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.

3. Changes in Accounting Policies and Recent Accounting Pronouncements

During the fiscal year ended September 30, 2009, 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. The adoption of this Section did not have an impact on the financial statements other than disclosure in the notes to the financial statements. (Note 1).

3. Changes in Accounting Policies and Recent Accounting Pronouncements, *continued*

EIC – 173, Credit Risk and the Fair Value of Financial Assets and Liabilities

In January 2009, the Emerging Issues Committee (“EIC”) issued EIC -173 “Credit Risk and the Fair Value of Financial Assets and Financial Liabilities.” This abstract requires companies to take counterparty credit risk into account when measuring the fair value of financial assets and liabilities, including derivatives. This new standard is effective for the Company’s annual consolidated financial statements for the year ended September 30, 2009. The Company has performed an assessment as of September 30, 2009 and believes there to be no impact on its financial statements.

EIC – 174, Mining Exploration Costs

On March 27, 2009, the CICA approved EIC-174 “Mining Exploration Costs.” This guidance clarified that an entity that has initially capitalized exploration costs has an obligation in the current and subsequent accounting periods to test such costs for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. This new standard is effective for the Company’s annual consolidated financial statements for the year ended September 30, 2009.

The accounting treatment provided for in EIC-174 has been applied in the preparation of these financial statements and did not have an impact on the valuation of the Company’s mineral properties.

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.

Business combinations, consolidated financial statements and non-controlling interest

In January 2009, the CICA issued CICA Handbook Section 1582, “Business Combinations”, Section 1601, “Consolidations”, and Section 1602, “Non-Controlling Interests”. These sections replace the former Section 1581, “Business Combinations”, and Section 1600, “Consolidated Financial Statements”, and establish a new section for accounting for a non-controlling interest in a subsidiary. Section 1582 establishes standards for the accounting for a business combination, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent considerations and contingencies will also be recorded at fair value at the acquisition date. The standard also states that acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. It provides the Canadian equivalent to IFRS 3, Business Combinations (January 2008). The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011.

3. Changes in Accounting Policies and Recent Accounting Pronouncements, *continued*

New Accounting Standards Not Yet Adopted, *continued*

Section 1601 establishes standards for the preparation of consolidated financial statements.

Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in the preparation of consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of IFRS International Accounting Standards (“IAS”) 27, Consolidated and Separate Financial Statements (January 2008).

Sections 1601 and 1602 apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption of these sections is permitted as of the beginning of a fiscal year. All three sections must be adopted concurrently. The Company is currently evaluating the impact of the adoption of these sections.

Goodwill and intangible assets

The CICA issued Handbook Section 3064, “Goodwill and Intangible Assets”, which will replace Section 3062, “Goodwill and Other Intangible Assets”. The new standard establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard also provides guidance for the treatment of pre-production and start-up costs and requires that these costs be expensed as incurred. The new standard applies to annual and interim financial statements relating to fiscal years beginning on or after January 1, 2009. Management is currently assessing the impact of this new accounting standard on its financial statements.

4. Equipment and Vehicle

	September 30, 2009		
	Cost	Accumulated Amortization	Net book Value
Vehicle	\$ 14,425	\$ 13,642	\$ 783
Exploration equipment	14,128	6,160	7,968
Computer equipment	10,133	9,748	385
	<u>\$ 38,686</u>	<u>\$ 29,550</u>	<u>\$ 9,136</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
September 30, 2009 and 2008

5. Mineral Interests

	Balance September 30, 2008	Additions	Write-offs	Balance September 30, 2009
Almatea, Jalisco State, Mexico				
Deferred exploration costs	\$ 492,737	\$ 53,188	\$ —	\$ 545,925
Cabrel, Jalisco State, Mexico				
Deferred exploration costs	163,273	5,936	—	169,209
Canton, Jalisco State, Mexico				
Acquisition costs	42	—	—	42
Deferred exploration costs	126,406	2,815	—	129,221
	126,448	2,815	—	129,263
El Maple/La Diana, Jalisco State, Mexico				
Acquisition costs	48,406	—	—	48,406
Deferred exploration costs	1,621,868	1,037	—	1,622,905
	1,670,274	1,037	—	1,671,311
El Volantin, Jalisco State, Mexico				
Deferred exploration costs	76,052	33,754	—	109,806
Total	\$ 2,528,784	\$ 96,730	\$ —	\$ 2,625,514

The following is a summary of deferred exploration costs incurred during the year ended September 30, 2009:

	Almatea	Cabrel	Canton	El Volantin	El Maple/La Diana	Total
Acquisition costs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Assays & analysis	—	—	(562)	—	15,974	15,412
Drilling	—	—	—	—	(54,910)	(54,910)
Geological consulting	28,416	—	—	656	36,074	65,146
Mining taxes	21,004	5,936	3,377	33,098	4,609	68,024
Supplies and Miscellaneous	1,839	—	—	—	(710)	1,129
Travel	1,929	—	—	—	—	1,929
Total	\$53,188	\$ 5,936	\$ 2,815	\$33,754	\$ 1,037	\$96,730

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.

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

5. Mineral Interests, continued

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.

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, all of the claims were acquired by staking, and the Company holds a 100% interest in the property.

	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

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

5. Mineral Interests, continued

The following is a summary of deferred exploration costs incurred during the year 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
	\$38,761	\$ 6,270	\$19,278	\$19,532	\$881,773	\$965,614

6. 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
Correct rounding error in shares issued	(1)	--
Balance, September 30, 2009	24,938,736	\$ 7,183,280

During the year ended September 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.

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.

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

6. Share Capital, continued

(c) Escrow Shares

During the current year, 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 for until fully vested or eighteen months.

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 September 30, 2009 and 2008, and changes during the periods ending on those dates is presented below:

	September 30, 2009		September 30, 2008	
	Options	Weighted Average Exercise Price	Options	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/cancelled	(1,710,000)	0.30	—	—
Outstanding at end of year	940,000	\$0.30	2,650,000	\$0.30
Exercisable at end of year	840,000	\$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	940,000	2.58	\$0.30

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

6. Share Capital, continued

(d) Stock options, continued

During the period ended September 30, 2009, 710,000 stock options expired unexercised and 1,000,000 were cancelled.

⁽¹⁾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 years ended September 30, 2009 and 2008:

Balance, September 30, 2007	\$ 864,239
Stock-based compensation expense during the year	291,497
Balance September 30, 2008	1,155,736
Stock-based compensation expense during the year	38,320
Balance September 30, 2009	\$ 1,194,056

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

6. Share Capital, continued

(f) Share Purchase Warrants

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

	September 30, 2009		September 30, 2008	
	Warrants	Weighted Average Exercise Price	Warrants	Weighted Average Exercise Price
Outstanding at beginning of year	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 year	—	—	6,000,000	\$0.28
Exercisable at end of year	—	—	6,000,000	\$0.28

During the year ended September 30, 2009, all share purchase warrants expired unexercised.

7. Basic and Diluted Loss per share

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

	2009	2008
Weighted average number of common shares outstanding	24,703,964	22,694,191

The calculation of loss per share is based on net loss divided by the weighted-average number of common shares outstanding during the year. 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.

8. 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.

8. Financial Instruments, *continued*

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 September 30, 2009, the Company had a cash and cash equivalent balance of \$37,946 (2008 - \$331,939) to settle current liabilities of \$253,716 (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. The Company is in the process of raising further funding to cover the working capital deficiency.

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 September 30, 2009, the Company had \$6,126 invested in investment-grade short-term deposit certificates.

(b) Foreign currency risk

As at September 30, 2009, the Company's expenditures are in Canadian dollars and Mexican pesos, and any future equity raised is expected to be predominantly in Canadian dollars. As at September 30, 2009, the Company has accounts payable denominated in Mexican Pesos of 1,485,930, accounts receivable of 172,999 Mexican Pesos and cash of 229,003 Mexican Pesos, with an approximate exchange rate of 0.08 to Canadian dollars. For each 10% change in the Canadian dollar and the Mexican Peso, a \$8,671 gain/loss 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.

9. 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 mineral interests and to maintain flexible capital structure for its projects for the benefit of its stakeholders.

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

9. Capital Management, continued

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.

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.

10. Income Taxes

A reconciliation of income taxes at statutory rates is as follows:

	2009	2008
Net loss for the year	\$ (246,215)	\$ (618,320)
Income tax recovery	\$ (74,172)	\$ (197,274)
Changes in taxes resulting from:		
Non-deductible expenses for tax purposes	12,099	93,803
Unrealized foreign exchange loss	(1,246)	2,391
Unrecognized benefit of non-capital losses	63,319	101,080
Income tax expense	\$ —	\$ —

The significant components of the Company's future income tax assets and liabilities are as follows:

	2009	2008
Future income tax assets:		
Non-capital loss carry-forwards- Canada	\$ 213,792	\$ 302,639
Non-capital loss carry-forwards- Mexico	415,902	379,473
	629,694	682,112
Future income tax assets (liabilities):		
Mineral interests	75,700	(489,640)
Other	5,789	(220)
Valuation allowance	(711,183)	(192,252)
Net future income tax assets	\$ —	\$ —

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

10. Income Taxes, continued

The Company has approximately \$855,000 of Canadian non-capital losses which may be carried forward to reduce taxable income in future years. If not utilized the Canadian non-capital losses will expire through 2029.

11. Related Party Transactions

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

	2009	2008
Accounting fees (included in professional fees)	\$ 21,000	\$ —
Geological fees, general contracting, and equipment rentals	71,314	196,080
Legal fees (included in professional fees)	12,544	16,591
Management fees	35,084	42,242
	<u>\$ 139,942</u>	<u>\$ 254,913</u>

- (b) Accounts payable and accrued liabilities includes \$28,069 (2008 - \$80,098) 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 operates in one industry, being the acquisition, exploration and development of mineral interests

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 September 30, 2009 included incurring mineral property expenditures of \$89,355 through accounts payable; and 444,000 common shares issued for payment of \$44,400 due to related parties.

Significant non-cash transactions for the period ended September 30, 2008 included incurring mineral property expenditures of \$185,263 through accounts payable.

14. Subsequent Events

Subsequent to September 30, 2009 the Company:

- Amended the exercise price of 940,000 outstanding stock options from the previous exercise price of \$0.30 to \$0.15, subject to regulatory and, in the case of options granted to insiders, shareholder approval.
- Granted incentive stock options to purchase up to 1,300,000 shares at \$0.15 for a period of five years
- Announced and closed a private placement, of 1,000,000 units at \$0.10 per unit, each unit consisting of one common share and one share purchase warrant to purchase one common share for \$0.11 for a period of two years.
- Announced, subject to regulatory approval, a private placement of 5,000,000 units at \$0.20 per unit. Each unit consists of one share and one half of one share purchase warrant, each full warrant entitling the holder to buy an additional share for \$0.215 for a period of two years.