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METALLINE MINING CO  
Form 10KSB  
January 27, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-KSB

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED OCTOBER 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-27667

METALLINE MINING COMPANY  
(Exact name of registrant as specified in its charter)

Nevada 91-1766677  
(State or other jurisdiction (IRS Employer Identification No.)  
of incorporation)

1330 E. Margaret Ave.  
Coeur d'Alene, ID 83815  
(Address of principal executive offices)

Registrant's telephone number, including area code: (208) 665-2002

Securities registered pursuant to Section 12 (b) of the Act: None

Securities registered pursuant to Section 12 (g) of the Act:

| Common Stock        | The OTC-Bulletin Board                       |
|---------------------|--|
| Title of each class | Name of each exchange<br>on which registered |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period as the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or other information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K.

The aggregate market value of the voting stock held by non-affiliates of the registrant at January 11, 2003 was \$5,659,619. The number of shares of common stock outstanding at such date was 10,368,340 shares. An additional 2,055,722 were deemed outstanding at such date pursuant to presently exercisable options and warrants.

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METALLINE MINING COMPANY ANNUAL REPORT  
ON FORM 10-KSB FOR THE FISCAL YEAR  
ENDED OCTOBER 31, 2002

| TABLE OF CONTENTS  | Page     |
|--|----------|
| SAFE HARBOR STATEMENT  | (ii)     |
| PART I   |          |
| Item 1: Description of Business . . . . .  | 1        |
| Item 2: Risk Factors . . . . .   | 5        |
| Item 3: Description of Properties . . . . .  | 7        |
| Item 4: Legal Proceedings . . . . .  | 8        |
| Item 5: Indemnification of Directors and Officers . . . . .  | 8        |
| Item 6: Submission of Matters to a Vote of<br>Security Holders . . . . .                                   | 8        |
| PART II  |          |
| Item 7: Market for Registrant's Common Equity and<br>Related Stockholder Matters . . . . .                 | 8        |
| Item 8: Recent Sale of Unregistered Securities . . . . .   | 9        |
| Item 9: Selected Financial Data . . . . .  | 11       |
| Item 10: Description of Securities . . . . .   | 11       |
| Item 11: Management's Discussion and Analysis of<br>Financial Condition and Plan of Operations . . . . .   | 12       |
| Item 12: Financial Statements and Supplementary Data . . . . .   | 13       |
| Item 13: Changes in and Disagreements with Accountants<br>on Accounting and Financial Disclosure . . . . . | 14       |
| PART III   |          |
| Item 14: Directors and Executive Officers<br>of the Registrant . . . . .                                   | 14       |
| Item 15: Executive Compensation . . . . .  | 17       |
| Item 16: Security Ownership of Certain<br>Beneficial Owners and Management . . . . .                       | 18       |
| Item 17: Certain Relationships and<br>Related Transactions . . . . .                                       | 19       |
| PART IV  |          |
| Item 18: Exhibits, Financial Statement<br>Schedules, and Reports on Form 8-K . . . . .                     | 20       |
| Index to Financials . . . . .  | 21       |
| Signatures . . . . .   | F/S - 20 |
| (i)  |          |

METALLINE MINING COMPANY ANNUAL REPORT  
ON FORM 10-KSB FOR THE FISCAL YEAR

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ENDED OCTOBER 31, 2002

## SAFE HARBOR STATEMENT

This report contains both historical and prospective statements concerning the Company and its operations. Historical statements are based on events that have already happened; examples include the reported financial and operating results, descriptions of pending and completed transactions, and management and compensation matters. Prospective statements, on the other hand, are based on events that are reasonably expected to happen in the future; examples include the timing of projected operations, the likely effect or resolution of known contingencies or other foreseeable events, and projected operating results.

Prospective statements (which are known as "forward-looking statements" under the Private Securities Litigation Reform Act of 1995) may or may not prove true with the passage of time because of future risks and uncertainties. The Company cannot predict what factors might cause actual results to differ materially from those indicated by prospective statements. The risks and uncertainties associated with prospective statements contained in this report include, among others, the following:

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(ii)

## METALLINE MINING COMPANY ANNUAL REPORT ON FORM 10-KSB FOR THE FISCAL YEAR ENDED OCTOBER 31, 2002

### PART I

#### ITEM 1. DESCRIPTION OF BUSINESS.

##### Background

Metalline Mining Company is an exploration stage enterprise formed under the laws of the State of Nevada, on August 20, 1993, to engage in the business of mining.

##### Current Operations

Metalline currently owns one mining property located in Mexico known as the Sierra Mojada Property. Metalline conducts its operations in Mexico through its wholly owned subsidiary corporation, Minera Metalin S.A. de C.V.

##### The Sierra Mojada Property

The Mexican government owns the mineral rights. The exclusive right to explore and exploit the mineral rights is granted by issuance of a concession to a company or individual that denounces the area desired for exploration or exploitation. After the concession has been issued an annual fee is paid to the government and annual Proof of Labor must be filed to maintain the title to the concession. The annual fee is determined on the basis of the area of the concession and the type of activity on the concession. The

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concession can be held for 6 years under the exploration fee, after 6 years the exploitation fee is paid.

The Sierra Mojada Property is comprised of eight concessions totaling 7,060 hectares (17,446 acres). The concessions were acquired by purchase agreements from the titled owners. The Company controls 100% of the concessions and has made all payments necessary to acquire title to all eight concessions.

A summary of the concessions is as follows:

| Concession<br>-----          | Title No.<br>----- | Hectares<br>----- |
|------------------------------|--------------------|-------------------|
| Sierra Mojada                | 198513             | 4767.3154         |
| Mojada 3                     | 199246             | 1689.2173         |
| Esmeralda                    | 188765             | 117.5025          |
| Esmeralda 1                  | 187776             | 97.6839           |
| Unification Mineros Nortenos | 169343             | 336.7905          |
| La Blanca                    | 188326             | 33.5044           |
| Fortuna                      | 160461             | 13.9582           |
| Vulcano                      | 83507              | 4.4904            |
|                              |                    | -----             |
| Total                        |                    | 7060.4626         |
|                              |                    | =====             |

### Location and Access

The Sierra Mojada Mining District is located in the west central part of the state of Coahuila, Mexico, near the Coahuila-Chihuahua state border some 200 kilometers south of the Big Bend of the Rio Grande River. The principal mining area extends for some 5 kilometers in an east-west direction along the base of the precipitous, 1,000 meter high, Sierra Mojada Range.

Vehicle access from Torreon is by 250 kilometers of paved road to Sierra Mojada. There is a well maintained, 1200 meter, gravel airstrip. The District has high voltage electric power and a railroad. The railroad from Escalon to the district was completed in 1891 and later connected to Monclova.

Page 1

### Location and Access (continued)

This part of Mexico is remote, arid, and sparsely populated; the region is known as the "zone of silence".

### History

The initial discovery of silver ore in the Sierra Mojada Property was made in 1879. Over the next 12 years numerous small mines developed along an oxidized silver lead ore body known as the "lead manto" ("manto" is a bed, layer or strata). The lead manto was mined continuously for 3 kilometers and discontinuously for another 2 kilometers. Ore was selectively mined and hauled by wagon to Escalon on the railroad main line from El Paso to Mexico City; from there it went to smelters in Mexico and the United States.

In September of 1891, the Mexican Northern Railroad completed its spur line from Escalon to the district. Rail access stimulated development and the period from 1891 to the late 1920's was the peak of productivity of the district. The main lead manto was nearly

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mined out by 1905, the same year that the discovery of the first silver-copper ore body was made. Additional discoveries of silver, silver-copper, and silver-copper-zinc-lead ores provided production through the 1930's. Between 1922 and 1931 additional lead manto silver-lead ore was discovered and mined to the southwest for some 1,400 meters under the Sierra Mojada range, this manto was eventually mined for more than 2 kilometers.

By the mid 1920's, many of the mines were under control of Penoles Corporation ("Penoles") and ASARCO Incorporated ("ASARCO"). ASARCO ceased mining in the district in the late 1930's. Both companies still owned properties during the 1940's and Penoles mined until the late 1950's when the Mineros Nortenos Cooperative acquired the Penoles properties. The Mineros Nortenos Cooperative ("Mineros Nortenos") has operated the San Salvador, Encantada and Fronteriza mines since 1957 and direct shipped high-grade oxide zinc, silver-copper, and silver-lead ore to smelters in Mexico.

The lead manto produced 3 to 3.5 million tonnes with another 1.5 million tonnes of similar ore coming from other ore bodies to the west and to the southwest.

Mineros Nortenos has mined about 600,000 tonnes of predominantly oxide zinc ore with grades of 20 to 50% zinc. Some of this ore was oxide silver-lead, silver-copper, and silver-zinc-lead sulfide at grades of 1 to 4 kilogram silver per tonne, 1 to 5% copper, 10 to 30% zinc, and 30 to 70% lead. Production records from 1978 to 1981 for the San Salvador mine average 33.5% zinc.

The Sierra Mojada Property has produced in excess of 10 million tonnes of high-grade ore that graded in excess of 20% lead, 20% zinc, 1% copper and 1 kg (31 ounces) silver per tonne that was shipped directly to the smelter. The district has never had a mill to concentrate ore. All of the mining was done selectively for ore of sufficient grade to direct ship; mill grade ore was left unmined. More than 50 kilometers of underground workings are spread through the 5-kilometer by 2-kilometer area from which more than 45 mines have produced ore. The deepest workings have ore grade mineralization and provide some of the best targets for reserve development. In spite of the amount of historic work, when a map of all of the historic workings is viewed there is much more unexplored area in the 5 by 2 kilometer area than has been explored and the vertical extent greater than 100 meters is totally unexplored.

The sediments are predominantly carbonate with some sandstone and shale and the attitudes are near horizontal. The mines are dry and the rocks are competent, there is very little unstable ground and the ore thickness is amenable to high volume mechanized mining methods. Sierra Mojada has ideal mining conditions and grades for low cost production.

Based upon the foregoing, Metalline is of the opinion that the magnitude of the Sierra Mojada mineral system and its exploration potential is capable of providing new reserves for many more years of mining. However, there is no assurance as to the quantity or quality of the undeveloped reserves.

Page 2

Geology

The Sierra Mojada District is located on the southern margin of the Sabinas Basin, a large rift basin in northeastern Mexico, which formed during Late Jurassic and Early Cretaceous.

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Beginning in Latest Jurassic, the Sabinas basin began to form with the basin being dropped down to the north relative to the Coahuila Peninsula that was being uplifted to the south. The Sierra Mojada fault is, possibly, one of the faults that contributed to the rift basin forming process, which occurred over a time span in excess of 80 million years. During basin formation the Sierra Mojada fault, if present, would have been a normal fault due to crustal extension. The most recent motion on the Sierra Mojada fault is post mineral and reverse.

### Stratigraphy

Upper Jurassic and Lower Cretaceous marine carbonate, sandstone and shale, the La Casita and Menchaca Formations, are overlain by Lower Cretaceous red beds, the San Marcos Formation, composed of conglomerate, sandstone, siltstone, shale, tuff and mineralized carbonate sediments. The San Marcos is overlain by a marine carbonate sequence of Early and Middle Cretaceous age, the Cupido, La Pena, Aurora, and Georgetown Formations.

### Mineralization

Sierra Mojada has two mineral systems separated by the east west trending Sierra Mojada Fault. North of the fault the mineralization is chemical sedimentary disseminated to massive silver, copper, zinc and lead sulfide deposited in the Menchaca Formation. South of the fault, the mineralization is deposited in the La Pena and Aurora Formations and consists of oxide zinc and lead mantos.

These two mineral systems have been brought into proximity to each other by post mineral reverse motion on the Sierra Mojada Fault that faults the San Marcos and Menchaca Formations against Aurora. The San Marcos and Menchaca Formations are 25 million years older than the Aurora Formation.

The mineral systems have been mined in an east-west direction for over 5 kilometers, in a north-south direction in excess of 2 kilometers and for a vertical extent of 100 meters.

The Sierra Mojada mineral systems are chemical sedimentary and brine related. The ore minerals are in chemical equilibrium with the limestone, dolomite, carbonate shale, and sandstone host rocks. There is no alteration, silicification or skarn mineralization.

Mineralization has been episodically deposited in certain beds, resulting in a vertical repetition of mineralized beds and ore bodies in the Menchaca Formation and in the Aurora Formation. This Intermittent or episodic deposition of mineralization has occurred over at least 25 million years and it is possible that this process was ongoing during deposition of the other units above the basement rocks. The thickness and character of the rock units below the existing workings is unknown and will have to be determined by drilling. With the evidence of the repetitive nature of the mineralization the potential for additional discovery at depth is high.

### Exploration and Development.

The Company has spent the last 7 years collecting historic data on the district, geologic mapping and sampling of the surface and the underground mines and has completed a reverse circulation drilling

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program consisting of 24 holes and a total of 6630 meters of drilling. During 2000, North Limited drilled 26 reverse circulation holes totaling 6,618 meters.

The drilling and channel sampling are the first step in developing ore reserves at Sierra Mojada. Metalline's drilling consisted of fifteen holes drilled on a grid of about 30 meters by 60 meters on the polymetallic manto, north of the Sierra Mojada fault, to evaluate the silver, copper, zinc, and lead mineralization. Nine holes were drilled in the San Salvador, Encantada and Fronteriza mines to test the oxide zinc mineral system south of the Sierra Mojada fault. These holes were spaced at about 100 to 200 meter intervals over a 1500-meter extent in the three mines.

Page 3

North Limited's holes were drilled to test the oxide zinc mineralization in the San Salvador, Encantada and Fronteriza mines. Three step out holes extent the mineralization 2 kilometers to the west of the San Salvador mine. Three step-out holes to the south did not encounter mineralization.

Metalline signed an agreement with Minas Penoles in November 2001, which allows Penoles to earn a 60% interest in Sierra Mojada by completing a bankable feasibility study within 5 years. Upon completion of the feasibility study, a Joint Venture Company will be formed to develop and mine the property that will be owned 60% by Penoles and 40% by Metalline (Metalline news release dated December 10, 2001). Penoles has continued reserve development by drilling, sampling, and driving raises in the ore horizon and have spent in excess of the required \$1,000,000 for the 2001-2002 program. Penoles has elected to continue the program for 2002-2003 and has budgeted \$2,000,000 for the program and has purchased 100,000 shares of Metalline stock (Metalline news release dated December 2, 2002).

The results confirm and expand the mineralization of the polymetallic and the oxide zinc mantos. Multiple intersections of ore grade mineralization over thick intervals were obtained, with some intersects of exceptional grade and thickness. The results have been released in news releases dating from February 1999 through December 2002 and are available on Metalline's Web Site: WWW.METALIN.COM and from Metalline.

Exploration and evaluation of the mineral systems of the district and of Metalline's total land position to define the limits of the known mineralization and for discovery of new mineralization will continue and accelerate.

Defining a mineable reserve in the oxide zinc systems, the Red Zinc and White Zinc Mantos, in the San Salvador, Encantada, and Fronteriza mines is the first priority due to the 30% cost of production advantage of the Solvent Extraction Electrowinning (SXEW) process for oxide zinc ore over the smelting process for zinc sulfide ore. Presently, almost all zinc is produced from sulfide ore by the smelting process. Reserve development will involve surface and underground drilling and channel sampling, drifting, and raising in sufficient detail to determine the tonnage and grade of an ore reserve. A feasibility study, including metallurgical studies, will then be completed to determine if the reserve is commercially viable.

Penoles Agreement

On the 15th of November 2001, Metalline Mining Company and its

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Mexican Subsidiary Minera Metalin, S.A. de C.V. signed an Agreement with Minas Penoles, S.A. de C.V. and Compania Minera L Parrena, S.A. de C.V. The Agreement allows Minas Penoles to earn a 60% interest in the Sierra Mojada project by exploring and completing a feasibility study over an "Earn in Period" of not more than 5 years. The study is to be of sufficient detail and quality to be used to secure debt financing for the development operation of the project. Minas Penoles is committed to complete US\$1,000,000 (one million US Dollars) of Qualified Expenditures on the Propety as may be recommended by the Technical Committee during the first year as of the date of signing the Agreement. Minas Penoles is to be the Operator; operations are under the control of the Technical Committee that will be composed of 2 representatives from Metalline and 3 from Minas Penoles. In addition, Minas Penoles will purchase Metalline Mining Company shares at a fixed price of US \$2.00 per share in the following schedule and manner:

(i).- 50,000 shares upon signing the Agreement, purchased by Minas Penoles, S.A. de C.V. by means of a capital contribution to Metalline. Subsequently, and always following this same mechanism (i.e.- capital contribution to Mealline), if Penoles should elect to continue exploration after twelve months time as of the Effective Date, then (ii).- Minas Penoles, S.A. de C.V. shall purchase 100,000 additional Metalline shares at US \$2.00 per share; (iii).- if Penoles should continue exploration after twenty-four months, Minas Penoles, S.A. de C.V. shall purchase an additional 100,000 Metalline shares at US \$2.00 per share.

It is the parties' intent and understanding that, in order to carry out to completion the Project once the Earn-In has been achieved or at whatever other time the Parties shall agree to in writing, the parties shall form a joint venture vehicle (the "Joint Venture Company") subject to the terms of the Agreement. The terms and conditions of the Joint Venture will be established in separate document(s) as the parties may deem necessary, in which Joint Venture, Minas Penoles, S.A. de C.V. shall have a 60% participation, and Metalin a 40% participation, subject to the terms of the Agreement.

Page 4

Timetable

Reserve definition and a feasibility study will require about two years. Development of the mine and construction of the SXEW plant will require about an additional two years.

There is potential for long-term reserve expansion within the known extent of the mineral systems. There is potential to discover ore deposits in unexplored portions of the land position and at depth in unexplored stratigraphy. There is however, no assurance that the Company will have the monetary resources to continue to explore for, develop, or retrieve any of the minerals located in the Sierra Mojada Property.

Additional Events

The agreement between Metalline Mining Company and the B.O.W. Corporation of El Paso, Texas for an exclusive lease on 41 patented and 81 unpatented mining claims in the Silver Hills District at Orogrande, New Mexico has been terminated (Metalline news release dated October 7, 2002).

Dr. Roger Kolvoord was appointed to the Board of Directors of



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Metalline Mining Company on August 6, 2002 (Metalline news release dated September 9, 2002). Dr. Kolvoord brings a wealth of knowledge and experience in Geology, Geophysics, Mining, Computer Technology, Remote Sensing, and Geospatial Information Applications, and an extensive background in Business Management and Business Development to the Metalline Board.

### ITEM 2. RISK FACTORS

1. EXPLORATION STAGE MINING COMPANY WITH NO HISTORY OF OPERATION. The Company is in its exploration stage, has no operating history, and is subject to all the risks inherent in a new business enterprise. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complication, and delays frequently encountered in connection with a new business, and the competitive and regulatory environment in which the Company will operate. See "Business".
2. NO COMMERCIALY MINEABLE ORE BODY. No commercially mineable ore body has been delineated on the properties, nor have any reserves been identified. See "Business".
3. RISKS INHERENT IN THE MINING INDUSTRY. The Company is subject to all of the risks inherent in the mining industry including, without limitation, the following: competition from a large number of companies, many of which are significantly larger than the Company, in the acquisition, exploration, and development of mining properties; the concession holder must pay fees and perform labor on the concessions to maintain the concessions title; exploration for minerals is highly speculative and involves substantial risks, even when conducted on properties known to contain significant quantities of mineralization, and most exploration projects do not result in the discovery of commercially mineable deposits of ore; operations are subject to a variety of existing laws and regulations relating to exploration and development, permitting procedures, safety precautions, property reclamation, employee health and safety, air quality standards, pollution and other environmental protection controls; a large number of factors beyond the control of the Company, including fluctuations in metal prices, inflation, and other economic conditions, will affect the economic feasibility of mining; mining activities are subject to substantial operating hazards some of which are not insurable or may not be insured due to economic considerations; and, the availability of water, which is essential to milling operations.
4. NATURE OF THE INDUSTRY. Exploration, development, and mining of mineral properties is highly speculative and involves unique and greater risks than are generally associated with other businesses. The Company's operations will be subject to all the operating hazards and risks normally incident to the exploration, development, and mining of mineral properties, including risks enumerated above and below.
5. FLUCTUATING PRICE FOR METALS. The Company's operations will be greatly influenced by the prices of silver, copper, lead, zinc, and other metals. These prices fluctuate widely and are affected by numerous factors beyond the Company's control, including expectations for inflation, the strength of the United States dollar, global and regional demand and political and economic conditions and production costs in major metal producing regions of the world.

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6. MINING CONCESSIONS. The Company holds mining concessions in Mexico. Concessions require work and financial expenditures to retain their validity. See "Business".

7. ENVIRONMENTAL CONTROLS. Compliance with statutory environmental quality requirements may necessitate significant capital outlays, may materially affect the earning power of the Company, or may cause material changes in the Company's intended activities. No assurance can be given that environmental standards imposed by either federal or state governments will not be changed or become more stringent, thereby possibly materially adversely affecting the proposed activities of the Company.

8. GOVERNMENTAL REGULATION AND ENVIRONMENTAL CONTROLS. The Company's activities are subject to extensive Mexican laws and regulations controlling not only the exploration for and development of mineral properties, but also the possible effect of such activities upon the environment. In its mining operations, the Company will use certain equipment, which will subject the Company to Mexican safety and health regulations. While the Company intends to act in compliance with all such regulations, any adverse ruling under any regulations, any imposition of a fine, or any imposition of more stringent regulations could require the Company to make additional capital expenditures that could impair its operations.

9. Availability of water shortages of supplies and materials. Water is essential in all phases of the exploration and development of mineral properties. It is used in such processes as exploration, drilling, leaching, placer mining, dredging, testing, and hydraulic mining. Any water that may be found will be subject to acquisition pursuant to appropriate governing laws. The Company has definitely not determined the availability of water at Sierra Mojada, except to note that adequate water supplies are generally developed by drilling, but has not determined the cost of acquisition. Both the lack of available water and the cost of acquisition may make an otherwise viable project economically impossible to complete. The mineral industry has experienced from time to time shortages of certain supplies and materials necessary in the exploration for and evaluation of mineral deposits. The prices at which such supplies and materials are available have also greatly increased. There is a possibility that planned operations may be subject to delays due to such shortages and that further price escalations will increase the costs of the Company.

10. UNINSURED RISKS. The Company may not be insured against all losses or liabilities, which may arise from operations, either because such insurance is unavailable or because the Company has elected not to purchase such insurance due to high premium costs or other reasons.

11. NEED FOR SUBSEQUENT FUNDING. The Company has an immediate need for additional funds in order to finance its proposed business operations. The Company's continued operations therefore will depend upon the availability of cash flow, if any, from its operations or its ability to raise additional funds through bank borrowings or equity or debt financing. There is no assurance that the Company will be able to obtain additional funding when needed, or that such funding, if available, can be obtained on terms acceptable to the Company. If the Company cannot obtain needed funds, it may be forced to curtail or cease its activities.

12. NEED FOR ADDITIONAL KEY PERSONNEL. At the present, the Company

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employs three full-time and one part-time employee. The success of the Company's proposed business will depend, in part, upon the ability to attract and retain qualified employees. The Company believes that it will be able to attract competent employees, but no assurance can be given that the Company will be successful in this regard. If the Company is unable to engage and retain the necessary personnel, its business would be materially and adversely affected.

13. RELIANCE UPON DIRECTORS AND OFFICERS. The Company is wholly dependent, at the present, upon the personal efforts and abilities of its Officers and Directors who will exercise control over the day-to-day affairs of the Company. While the Company may solicit business through its Officers, there can be no assurance as to the volume of business, if any, which the Company may succeed in obtaining, nor that its proposed operations will prove to be profitable. As of the date hereof, the Company does not have any commitments regarding its proposed operations and there can be no assurance that any commitments will be forthcoming. See "Business" and "Management".

Page 6

14. NON-ARMS' LENGTH TRANSACTION. The number of shares of Common Stock issued to present shareholders of the Company for cash was arbitrarily determined and may not be considered the product of arm's length transactions. See "Principal Shareholders".

15. INDEMNIFICATION OF OFFICERS AND DIRECTORS FOR SECURITIES LIABILITIES. The Bylaws of the Company provide that the Company may indemnify any Director, Officer, agent, and/or employee as to those liabilities and on those terms and conditions as are specified in the Nevada Business Corporation Act. Further, the Company may purchase and maintain insurance on behalf of any such persons whether or not the corporation would have the power to indemnify such person against the liability insured against. The foregoing could result in substantial expenditures by the Company and prevent any recovery from such Officers, Directors, agents, and employees for losses incurred by the Company as a result of their actions. Further, the Company has been advised that in the opinion of the Securities and Exchange Commission, indemnification is against public policy as expressed in the Securities Act of 1933, as amended, and is, therefore, unenforceable.

16. COMPETITION. The Company believes that it will have competitors and potential competitors, many of whom may have considerably greater financial and other resources than the Company.

17. PUBLIC MARKET FOR SECURITIES. At present, the Company's common stock is traded under the symbol MMGG on the OTC Bulletin Board operated by the National Association of Securities Dealers, Inc. This market is a thinly traded market and lacks the liquidity of other public markets with which some investors may have more experience.

18. CUMULATIVE VOTING, PREEMPTIVE RIGHTS AND CONTROL. There are no preemptive rights in connection with the Company's Common Stock. The shareholders purchasing in this offering may be further diluted in their percentage ownership of the Company in the event additional shares are issued by the Company in the future. Cumulative voting in the election of Directors is not provided for. Accordingly, the holders of a majority of the shares of Common Stock, present in person or by proxy, will be able to elect all of the Company's Board of Directors. See "Description of the Securities".

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19. NO DIVIDENDS ANTICIPATED. At the present time the Company does not anticipate paying dividends, cash or otherwise, on its Common Stock in the foreseeable future. Future dividends will depend on earnings, if any, of the Company, its financial requirements and other factors. Investors who anticipate the need of an immediate income from their investment in the Company's Common Stock should refrain from the purchase of the securities being offered hereby. See "Dividend Policy".

### ITEM 3. DESCRIPTION OF PROPERTIES.

The Company owns the following eight mining concessions, including the buildings and equipment located thereon:

| Concession<br>-----          | Title No.<br>----- | Hectares<br>----- |
|------------------------------|--------------------|-------------------|
| Sierra Mojada                | 198513             | 4767.3154         |
| Mojada 3                     | 199246             | 1689.2173         |
| Esmeralda                    | 188765             | 117.5025          |
| Esmeralda 1                  | 187776             | 97.6839           |
| Unification Mineros Nortenos | 169343             | 336.7905          |
| La Blanca                    | 188326             | 33.5044           |
| Fortuna                      | 160461             | 13.9582           |
| Vulcano                      | 83507              | 4.4904            |
|                              |                    | -----             |
| Total                        |                    | 7060.4626         |
|                              |                    | =====             |

The Company's corporate offices are located at 1330 East Margaret Avenue, Coeur d'Alene, Idaho 83815, and its telephone number is (208) 665-2002 and FAX is (208) 665-0041. Minera Metalin has its operations, consisting of mining equipment, offices, residences, shops, and warehouse buildings, located at Calle Mina #1, La Esmeralda, Coahuila, Mexico and its telephone and FAX number is 871 775 2100.

Page 7

### ITEM 4. LEGAL PROCEEDINGS.

Minera Metalin, the Company's Mexican subsidiary, has been named as a co-defendant in a lawsuit filed in Mexico regarding the Company's purchase of two mining concessions. Any potential liability resulting from the lawsuit would be directed against the other named defendant, and according to the Company's legal counsel, the chance of an adverse judgment for Metalin is negligible.

### ITEM 5. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The laws of the state of Nevada under certain circumstances provide for indemnification of the Company's Officers, Directors and controlling persons against liabilities, which they may incur in such capacities. A summary of the circumstances in which such indemnification is provided for is contained herein, but this description is qualified in its entirety by reference to the Company's Articles of Incorporation and to the statutory provisions.

In general, any Officer, Director, employee or agent may be indemnified against expenses, fines, settlements or judgments arising in connection with a legal proceeding to which such person is a party, if that person's actions were in good faith, were believed to be in the Company's best interest, and were not

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unlawful. Unless such person is successful upon the merits in such an action, indemnification may be awarded only after a determination by independent decision of the Board of Directors, by legal counsel, or by a vote of the shareholders, that the applicable standard of conduct was met by the person to be indemnified.

The circumstances under which indemnification is granted in connection with an action brought on behalf of the Company is generally the same as those set forth above; however, with respect to such actions, indemnification is granted only with respect to expenses actually incurred in connection with the defense or settlement of the action. In such actions, the person to be indemnified must have acted in good faith and in a manner believed to have been in the Company's best interest, and have not been adjudged liable for negligence or misconduct.

The Company's Articles of Incorporation and Bylaws do not contain any provisions for indemnification as described above.

### ITEM 6. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The annual meeting of the shareholders of Metalline Mining Company was held on March 1, 2001. The following items were presented for a vote of the shareholders, all of which were approved:

1. Election of three directors.
2. Authorization of a Qualified Stock Option Plan.
3. Amendment of the Company's Articles of Incorporation to authorize one million shares of Preferred Stock, \$0.01 par value per share.
4. Ratification of the appointment of Williams & Webster, Certified Public Accountants, to audit the financial statements of the Company.

## PART II

### ITEM 7. MARKET PRICE FOR COMMON EQUITY AND OTHER SHAREHOLDER MATTERS.

The Company's shares are traded on the Bulletin Board operated by the National Association of Securities Dealers, Inc. (the "Bulletin Board") under the trading symbol "MMGG". The Company's shares began trading November 19, 1996. Summary trading by quarter for 2002, 2001, and 2000 are as follows:

| Fiscal Quarter | High Bid |
|----------------|----------|
|----------------|----------|