Mezzotin Minerals Inc.

(Formerly named Zoolander Corporation)

Condensed Interim Consolidated Financial Statements
For the Three and Nine Months Ended September 30, 2013
(Expressed in Canadian Dollars)

(Unaudited)

NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements of Mezzotin Minerals Inc. (the "Company") for the three and nine months ended September 30, 2013 have been prepared by management and approved by the Board of Directors of the Company. These statements have not been audited, reviewed or verified by the Company's external auditors or any other accounting firm.

Mezzotin Minerals Inc. (formerly named Zoolander Corporation)
Unaudited Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	September 30, 2013 Unaudited	December 31, 2012 Audited
Assets		
Current Assets		
Cash and cash equivalents	$ 638,450	$ 1,371,815
Amounts receivable and other assets	38,115	15,989
Total Current Assets	676,565	1,387,804
Non-Current Assets		
Property, plant and equipment (note 5)	612,785	557,990
Exploration and evaluation assets (note 6)	394,900	339,188
Total Assets	$ 1,684,250	$ 2,284,982
Liabilities		
Current Liabilities		
Trade and other payables (note 7)	$ 146,176	$ 177,945
Total Liabilities	146,176	177,945
Shareholders' Equity		
Share Capital (note 8)	3,382,428	3,457,983
Warrant Reserve (note 8)	660,284	685,569
Other capital reserve	4,492	4,492
Foreign currency translation reserve	(45,629)	(79,619)
Deficit	(2,463,501)	(1,961,388)
Total Shareholders' Equity	1,538,074	2,107,037
Total Liabilities and Shareholders' Equity	$ 1,684,250	$ 2,284,982

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

Mezzotin Minerals Inc. **(formerly named Zoolander Corporation)**

Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the three and nine months ended September 30
(Expressed in Canadian Dollars)

	Three Months		Nine Months	
	2013	2012	**2013**	2012
Operating Expenses				
Consulting fees	**$ 38,608**	$ 61,248	**$ 143,275**	$ 192,708
Professional fees	**26,791**	62,980	**65,077**	75,206
Travel	**6,042**	21,048	**18,858**	49,910
Salaries and wages	**66,225**	16,920	**155,709**	51,597
Shareholder communication	**15,010**	1,759	**33,884**	18,782
General and administrative	**31,764**	42,884	**87,577**	66,479
Rental income	**(3,114)**	-	**(3,114)**	
Finance income	**(171)**	(8,837)	**(4,043)**	(10,782)
Depreciation	**2,595**	-	**2,595**	-
Foreign exchange (gain)/loss	**1,857**	617	**2,295**	910
Total operating expenses	**185,607**	198,619	**502,113**	444,810
Operating loss	**(185,607)**	(198,619)	**(502,113)**	(444,810)
Other comprehensive income (loss)				
Foreign currency translation	**(25,340)**	(30,656)	**33,990**	(31,074)
Comprehensive loss in period	**$ (210,947)**	$ (229,275)	**$ (468,123)**	$ (475,884)
Loss per share	**$ (0.00)**	$ (0.01)	**$ (0.01)**	$ (0.01)
Weighted average number of	**48,979,100**	36,410,858	**49,607,955**	49,987,500

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

Mezzotin Minerals Inc. **(formerly named Zoolander Corporation)**

Unaudited Condensed Interim Consolidated Statements Changes in Shareholders' Equity

For the nine months ended September 30

(Expressed in Canadian Dollars)

	Share Capital		Reserves				
	Number	Amount	Warrant Reserve	Other Capital Reserve	Foreign Currency Translation Reserve	Deficit	Total
Balance as at December 31 2012	**49,987,500**	**$ 3,457,983**	**$ 685,569**	$ 4,492	**$ (79,619)**	**$ (1,961,388)**	**$ 2,107,037**
Expiry of warrants		**25,285**	**(25,285)**				**-**
Shares purchased and cancelled	**(1,008,400)**	**(100,840)**					**(100,840)**
Foreign currency translation differences					**33,990**		**33,990**
Net (loss)/gain for period						**(502,113)**	**(502,113)**
Balance as at September 30, 2013	**48,979,100**	**$ 3,382,428**	**$ 660,284**	**$ 4,492**	**$ (45,629)**	**$ (2,463,501)**	**$ 1,538,074**
Balance as at December 31 2011	34,987,500	$ 2,658,580	$ 25,285	$ 4,492	$ (57,341)	$ (1,254,460)	$ 1,376,556
Issued pursuant to a private placement	15,000,000	1,500,000					1,500,000
Warrants issued		(54,000)	54,000				-
Share issuance costs		(40,313)					(40,313)
Foreign currency translation differences					(31,074)		(31,074)
Net (loss)/gain for period						(444,810)	(444,810)
Balance as at September 30, 2012	49,987,500	$ 4,064,267	$ 79,285	$ 4,492	$ (88,415)	$ (1,699,270)	$ 2,360,359

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

Mezzotin Minerals Inc. **(formerly named Zoolander Corporation)**
Unaudited Condensed Interim Consolidated Statements of Cash Flows
For the three and nine months ended September 30
(Expressed in Canadian Dollars)

	Three Months		Nine Months	
	2013	2012	**2013**	2012
Cash Flows from Operating Activities				
Net loss in period	**$ (185,607)**	$ (198,619)	**$ (502,113)**	(444,810)
Items not affecting cash				
Depreciation	**2,595**	-	**2,595**	-
Loss on disposal of equipment	**-**	-	**10,217**	-
	(183,012)	**(198,619)**	**(489,301)**	**(444,810)**
Changes in non-cash items operating activities				
Amounts receivable and other assets	**30,992**	(21,279)	**(22,126)**	44,788
Trade and other payables	**(21,198)**	40,542	**(31,769)**	(8,906)
Loan payable	**(21,452)**	-	**-**	-
Cash used in operating activities	**(194,670)**	(179,356)	**(543,196)**	(408,928)
Cash Flows from Investing Activities				
Acquisition of property, plant and equipment	**(32,694)**	(6,264)	**(73,496)**	(103,310)
Proceeds on disposal of equipment	**-**	-	**22,577**	-
Acquisition of exploration and evaluation assets	**(5,563)**	(35,095)	**(43,236)**	(45,169)
Cash used in investing activities	**(38,257)**	(41,359)	**(94,155)**	(148,479)
Cash Flows from Financing Activities				
Issuance of shares, net of cash costs	**-**	1,459,686	**-**	1,459,686
Purchase and cancellation of shares	**-**	-	**(95,890)**	-
Cash Used in financing activities	**-**	**1,459,686**	**(95,890)**	**1,459,686**
Net increase (decrease) in cash and cash equivalents	**(232,927)**	1,238,971	**(733,241)**	902,279
Effect of exchange rate changes on cash denominated in a foreign currency	**(577)**	586	**(124)**	848
Cash and cash equivalents at beginning of period	**871,954**	323,406	**1,371,815**	659,836
Cash and cash equivalents at end of period	**$ 638,450**	$ 1,562,963	**$ 638,450**	$ 1,562,963

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

1. Nature of Operations and Going Concern

Mezzotin Minerals Inc. ("Mezzotin" or the "Company") was incorporated on October 27, 2005 by Certificate of Incorporation issued under the Business Corporations Act (Ontario). The Company was a capital pool corporation, as defined pursuant to Policy 2.4 of the TSX Venture Exchange (the "TSX-V") and on April 30, 2011, completed its Qualifying Transaction (the "QT") as that term is defined. The Company acquired all of the issued and outstanding shares of Adsani Exploration (Proprietary) Limited ("Adsani"), a private company incorporated on February 24, 2000 under the laws of the Republic of South Africa, which included its wholly-owned subsidiary Mezzotin Investments (Private) Limited ("Mezzotin ZIM"), a private company incorporated on January 10, 2000 under the laws of Zimbabwe in exchange for the issuance of 20,000,000 common shares of the Company (the "Acquisition"). The Acquisition has been accounted for as a reverse acquisition. On August 22, 2013, the shareholders of the Company approved the name change from Zoolander Corporation to Mezzotin Minerals Inc. The name change was effected by articles of amendment dated September 10, 2013.

Mezzotin's common shares are listed on the TSX-V under the symbol "MEZZ" (previously "ZOO"). The Company's registered office and the principal place of business is located at 150 York Street, Suite 1600, Toronto, Ontario, M5H 3S5.

The Company is a Canadian-based mineral exploration company focused on the exploration for and development of mineral deposits in Africa. The Company is considered to be in the early stages and has not yet determined whether its properties contain mineral reserves that are economically recoverable. The recoverability of these amounts is dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the property and the underlying mining claims, obtaining the necessary regulatory approvals and permits, the ability of the Company to obtain the necessary financing to complete the development of the mineral interests, and achieving future profitable production, or alternatively, upon the Company's ability to dispose of its interests on a profitable basis. As the Company's assets are located outside of Canada, they are subject to the risk of foreign laws and regulations, including increases in taxes and royalties, currency exchange fluctuations, ownership interests and political uncertainty.

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company has incurred losses from inception and does not currently have any revenue generating operations. The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations or obtaining the necessary financing to fulfill its obligations as they arise and repay its liabilities when they become due. External financing, predominantly by the issuance of equity or debt, may be sought to finance the operations of the Company. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements do not reflect any adjustments to the carrying values of assets and liabilities that would be necessary if the Company were unable to achieve profitable operations or obtain adequate financing.

2. Statement of Compliance

These unaudited condensed interim consolidated financial statements (the "Interim Statements") have been prepared in accordance International Financial Reporting Standard 34, *'Interim Financial Reporting'* ("IAS 34") as issued by the International Accounting Standards Review Board ("IASB").

These Interim Statements should be read in conjunction with the audited consolidated financial statements of Zoolander Corporation for the years ended December 31, 2012 and 2011.

These Interim Statements we authorized for issuance by the Board of Directors of the Company on November 28, 2013.

3. Significant Accounting Policies

Basis of preparation
These consolidated financial statements have been prepared on the historical cost basis, with the exception of certain non-current assets and financial instruments, which are measured at fair value.

Principles of consolidation
These Interim Statements include the accounts of the Company and entities over which it has control including its wholly owned subsidiary, Adsani and Adsani's wholly owned subsidiary Mezzotin. All material intercompany transactions and related balances are eliminated on consolidation.

These Interim Statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's December 31, 2012 audited annual financial statements.

Functional and presentation currency
Items included in the financial statements of the Company's subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the "functional currency") which is the United States Dollar. The consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency

The assets and liabilities of the subsidiaries that have a functional currency different from that of the Company are translated into Canadian dollars at the closing rate at the date of the statement of financial position, and income and expenses are translated at the average rate for the year, which represents a reasonable approximation of the exchange rates at the date of the transactions. Foreign exchange gain or losses resulting from the translation are recognized in other comprehensive income and included in the foreign currency translation reserve in the shareholders' equity.

Transactions not in an entity's functional currency are translated to the functional currency at exchange rates at the date of the transaction. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position and non-monetary items are measured at historical rates of exchange.

Exploration and evaluation assets
The Company is in the exploration stage with respect to its investment in mineral properties and accordingly follows the practice of capitalizing all costs relating to the acquisition of, exploration for and development of mineral claims. Such costs include, but not exclusive to, materials used, surveying costs, geological and geophysical studies, exploratory drilling and sampling, and payments made to contractors during the exploration phase. Costs not directly attributable to exploration and evaluation, including general and administrative overhead costs, are expensed in the period in which they occur. Capitalization of costs commences once the Company has obtained legal rights to explore a specific area. The aggregate costs related to abandoned mineral claims are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment. An impairment charge relating to a mineral property is subsequently reversed when new exploration results or actual or potential proceeds on sale result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment has been recognized.

When technical feasibility and commercial viability of a property is established and the Company determines that it will proceed with development, all exploration and evaluation costs to that property are reclassified as mining assets within property and equipment or as intangible assets depending on the nature of the expenditure. If economically recoverable ore deposits are developed, the capitalized costs of the related property will be amortized using the unit-of-production method following the commencement of production.

4. New Accounting Standards and Interpretations

The International Accounting Standards Board has issued new and amended standards and interpretations with various implementation and effective dates. The following is a brief summary of the new standards:

IFRS 9, Financial Instruments
IFRS 9 introduces the new requirements for the classification, measurement and de-recognition of financial assets and financial liabilities. IFRS 9 requires all recognized financial assets that are within the scope of IAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortized cost or fair value, and all financial liabilities classified as subsequently measured at amortized cost except for financial liabilities as at FVTPL. The amendments are effective for annual periods beginning on or after January 1, 2015, with earlier application permitted. The Company has not implemented this Standard at this time.

IFRS 10, Consolidated Financial Statements
IFRS 10 establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 supersedes IAS 27, Consolidated and Separate Financial Statements, and SIC-12, Consolidation – Special Purpose Entities. The interpretation is effective for annual periods beginning on or after January 1, 2013. The implementation of this Standard has had no material effect on the Company's reporting.

IFRS 11, Joint Arrangements
IFRS 11 establishes principles for financial reporting by parties to a joint arrangement. IFRS 11 supersedes current IAS 31, Interests in Joint Ventures and SIC-13, '*Jointly Controlled Entities - Non–monetary Contributions by Venturers*'. The interpretation is effective for annual periods beginning on or after January 1, 2013. The Company is not engaged in activities covered by this Standard and the implementation has had no material effect on the Company's reporting.

IFRS 12, Disclosure of Interests in Other Entities
IFRS 12 applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity. The interpretation is effective for annual periods beginning on or after January 1, 2013. The Company's only interest in other entities is its already disclosed interest in its wholly owned subsidiary. As such, the implementation of this Standard has had no material effect on the Company's reporting.

IFRS 13, Fair Value Measurements
IFRS 13 defines fair value, sets out in a single IFRS framework for measuring value and requires disclosures about fair value measurements. The IFRS 13 applies to IFRSs that require or permit fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), except in specified circumstances. The interpretation is effective for annual periods beginning on or after January 1, 2013. The Company does not believe the implementation of this Standard to have a material effect on the Company's reporting.

IAS 1 – Presentation of Financial Statements:
In June 2011, the IAS issued amendments to IAS 1 that requires an entity to group items presented in the statement of comprehensive income on the basis of whether they may be reclassified to earnings subsequent to initial recognition. For those items presented before taxes, the amendments to IAS 1 also require that the taxes related to the two separate groups be presented separately. The amendments are effective for annual periods beginning on or after July 1, 2012. The implementation of this Standard has not had a material effect on the Company's financial statements as presented.

5. Property, Plant and Equipment

	Mining Equipment	Vehicles	Total
Cost			
Balance - December 31, 2012	$ 309,663	$ 248,327	$ 557,990
Additions in nine month period	-	73,496	73,496
	-	(32,793)	(32,793)
Foreign Currency Translation	8,621	8,047	$ 16,668
Balance - September 30, 2013	$ 318,284	$ 297,077	$ 615,361
Accumulated Depreciation			
Balance - December 31, 2012	$ -	$ -	$ -
Additions in nine month period	-	2,595	2,595
Foreign Currency Translation	-	(19)	(19)
Balance - September 30, 2013	$ -	$ 2,576	$ 2,576
Net Book Value			
As at September 30, 2013	**$ 318,284**	**$ 294,501**	**$ 612,785**
As at December 31, 2012	$ 309,663	$ 248,327	$ 557,990

No impairment write-down was required as at September 30, 2013 and December 31, 2012.

In the three months ended June 30, 2013, the Company settled with an equipment supplier who was unable to deliver a vehicle which was purchased and paid for by the Company. The Company recorded a loss on the transaction of $10,217 primarily as a result of changes in exchange rates.

As at June 30, 2013 and the year ended December 31, 2012, no depreciation was recorded as the equipment and vehicles were not available for use.

In the three months ended September 30, 2013 the Company charged depreciation on several of its vehicles which were made available for service in the period.

6. Exploration and Evaluation Assets

Sabi Star Property

The Company owns a 100% interest in the Sabi Star Property held by Adsani, through its wholly-owned subsidiary, Mezzotin. The property is comprised of 30 rare earth exploration permits covering a total of 2,348 hectares located in Eastern Zimbabwe, approximately 180 kilometers from Harare, the capital of Zimbabwe, approximately 250 kilometers from the border of South Africa. The property is located on the Odzi Gold Belt, a known mineralization belt having historically produced gold, copper, tin, tantalum, niobium and diamonds.

	Mineral Rights	Exploration and Evaluation	Total
Cost			
Balance - December 31, 2012	$ 4,265	$ 334,923	$ 339,188
Additions in nine month period		43,236	43,236
Foreign Currency Translation	139	12,337	12,476
Balance - September 30, 2013	$ 4,404	$ 390,496	$ 394,900
Accumulated Depreciation			
Balance - December 31, 2012	$ -	$ -	$ -
Additions in nine month period	-	-	-
Foreign Currency Translation	-	-	-
Balance - September 30, 2013	$ -	$ -	$ -
Net Book Value			
As at September 30, 2013	**$ 4,404**	**$ 390,496**	**$ 394,900**
As at December 31, 2012	$ 4,265	$ 334,923	$ 339,188

7. Trade and Other Payables

	September 30, 2013	December 31, 2012
Falling due within the year:		
Trade payables	$ 123,676	$ 113,264
Accrued liabilities	22,500	64,681
	$ 146,176	$ 177,945

8. Share Capital

Authorized share capital
Unlimited number of common shares

Issued and outstanding share capital
Issued share capital for the periods were as follows:

	Number of Shares		Amount
Balance as at December 31, 2011	34,987,500	$	2,658,580
Issued pursuant to private placement (i)	15,000,000		1,500,000
Warrants issued pursuant to private placement			(660,284)
Share issuance costs			(40,313)
Balance as at December 31, 2012	49,987,500	$	3,457,983
Shares purchased and cancelled (ii)	(1,008,400)		(100,840)
Transfer from Warrant Reserve	-		25,285
Balance as at September 30, 2013	48,979,100	$	3,382,428

(i) On August 30, 2012, the Company completed a private placement financing of 15,000,000 Units at a price of $0.10 per Unit. Each Unit comprised of one Common Share and one Common Share Purchase Warrant. Each Warrant is exercisable at $0.15 per Warrant for one Common Share of the Company on or before August 30, 2014. In connection with the private placement, the Company incurred share issue costs of $40,313 in addition to the fair value cost of the warrants.

(ii) On June 20, 2013, as part of a termination agreement, the Company settled the purchase of US$100,000 of shares from a former consultant of the Company who, among other things, served as a director and officer of the Company's subsidiaries. A total of 1,008,400 shares were purchased at a price of C$0.10. The share purchase constituted a "related party transaction" within the meaning of applicable securities legislation but was exempt from the formal valuation and minority shareholder approval requirements as the Company's shares are listed on the TSX Venture Exchange and the fair market value of the transaction does not exceed 25% of the Company's market capitalization, respectively.

Warrant reserve
A summary of warrants is as follows:

	Number of Warrants		Amount		Weighted Average Exercise Price	Expiry Date
Balance as at December 31, 2011 (i)	10,000,000	$	25,285	$	0.50	April 30, 2013
Issued pursuant to private placement (ii)	15,000,000		660,284	$	0.15	August 30, 2014
Balance at December 31, 2012	25,000,000	$	685,569	$	0.29	
Expiry of warrants in period	(10,000,000)		(25,285)	$	0.50	Expired
Balance at September 30, 2013	15,000,000	$	660,284	$	0.15	

(i) Pursuant to the reverse acquisition, 10,000,000 Mezzotin ZIM Warrants to purchase 10,000,000 Common Shares of the Company were issued to holders of the Adsani Units in exchange for 10,000,000 Adsani Options. Each Mezzotin Warrant is exercisable at $0.50 per warrant for one Common Share of the Company on or before April 30, 2013.

8. Share Capital (Cont'd)

The fair value of the Warrants issued pursuant to the reverse takeover was estimated using the Black-Scholes option pricing model with the following weighted average assumptions: expected dividend yield of 0%; expected volatility of 100%; risk-free interest rate of 1.72% and an expected average life of 2 years. The fair value of the Warrants was estimated to be $25,285. The Warrants expired and the associated warrant reserve was charged against share issuance costs.

(ii) Pursuant to the private placement financing on August 30, 2012, the Company issued 15,000,000 Warrants to purchase 15,000,000 Common Shares of the Company. Each Warrant is exercisable at $0.15 per Warrant for one Common Share of the Company on or before August 30, 2014. The fair value of the Warrants issued was estimated using the Black-Scholes option pricing model with the following weighted average assumptions: expected dividend yield of 0%; expected volatility of 99.65%; risk-free interest rate of 1.11% and an expected average life of 2 years. The fair value of the Warrants was estimated to be $660,284.

Share-based payment reserve

On November 24, 2005, the Company established a stock option plan for its directors, officers and technical consultants under which the Company may grant options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Company. The option price of the shares shall be fixed by the Board but must not be less than the closing sale price of the shares on the Exchange on the day immediately preceding grant.

As of September 30, 2013 the Company had no stock options outstanding.

9. Capital Management

The Company's objectives when managing its liquidity and capital are as follows:

a) to safeguard the Company's ability to continue as a going concern such that it can continue in its exploration activities to provide returns to shareholders and benefits to other stakeholders.
b) to secure sufficient cash and cash equivalents to fund the Company's business plans, including the exploration activities required for the development of its mineral property interests.

The Company considers the items included in shareholders' equity in the definition of capital.

The Company's primary uses of capital are to finance the exploration and property development activities required on its mineral properties, market and investor development, capital expenditures and operating losses.

Management reviews its capital management approach on an ongoing basis. There were no material changes to this approach during the period ended September 30, 2013 and December 31, 2012. As at September 30, 2013 the Company is not subject to any externally imposed capital requirements.

10. Related Party Transactions

Related parties include the Board of Directors and officers of the Company including close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

In the three and nine months ended September 30, 2013, the Company paid or accrued $4,363 and $20,090 (2012 - $nil and $nil respectively) for office rent paid to a company where a Mezzotin Director has a financial interest.

In August, 2013, the Company entered into a lease agreement with a company where a Director of the Company has a financial interest. The lease agreement runs from August 1, 2013 to December 31, 2013 and provides for the Company to lease out two of its vehicles for US$1,500 per month. In the period ended September 30, 2013, the company recorded rental income of US$3,000 related to the lease agreement.

A Director of the Company has a financial interest in a company which periodically makes disbursements on behalf of Mezzotin. The Company records the expenses in the normal course and periodically reimburses the third party company. At September 30, 2013, the Company owes the third party company $71,663 under this arrangement and has recorded this obligation as a reduction in cash balances reflecting the nature of the transaction. The company does not charge any fees for this banking type service nor does it charge interest.

These transactions are in the normal course of operations and are measure at the exchange amount of consideration established and agreed to by the related parties.