

Mezzotin Minerals Inc.
(Formerly Zoolander Corporation)

Condensed Interim Consolidated Financial Statements
For the Three Months Ended March 31, 2014
(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 months ended March 31, 2014 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.**Unaudited Condensed Interim Consolidated Statement of Financial Position
(Expressed in Canadian Dollars)**

	March 31, 2014	December 31, 2013
	Unaudited	Audited
Assets		
Current Assets		
Cash	\$ 341,008	\$ 550,291
Amounts receivable and other assets	26,066	29,606
Total Current Assets	367,074	579,897
Non-Current Assets		
Property and equipment (note 5)	616,881	596,138
Exploration and evaluation assets (note 6)	441,138	424,495
Total Assets	\$ 1,425,093	\$ 1,600,530
Liabilities		
Current Liabilities		
Trade payables and accruals (note 7)	\$ 137,500	\$ 136,229
Due to related parties (note 10d)	851	119,522
Due to government agencies	18,965	31,982
Total Liabilities	157,316	287,733
Shareholders' Equity		
Share Capital (note 8)	3,397,479	3,397,479
Warrant Reserve (note 8)	660,284	660,284
Other capital reserve	(10,559)	(10,559)
Foreign currency translation reserve	12,023	(21,890)
Deficit	(2,791,450)	(2,712,517)
Total Shareholders' Equity	1,267,777	1,312,797
Total Liabilities and Shareholders' Equity	\$ 1,425,093	\$ 1,600,530

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

Mezzotin Minerals Inc.**Unaudited Condensed Interim Consolidated Statement of Loss and Comprehensive Loss****For the Three Months Ended March 31****(Expressed in Canadian Dollars)**

	2014	2013
Operating Expenses		
Consulting fees	\$ 13,940	\$ 31,780
Professional fees	12,009	20,000
Travel	132	8,312
Salaries and wages	26,886	46,945
Shareholder communication	7,410	13,086
General and administrative	20,983	12,514
Depreciation	2,625	-
Foreign exchange loss	-	435
Total operating expenses	83,985	133,072
Operating loss	(83,985)	(133,072)
Other Income		
Rental income	(4,965)	-
Finance income	(87)	(3,704)
Total other income	(5,052)	(3,704)
Net loss	(78,933)	(129,368)
Other Comprehensive Income		
Foreign currency translation gain	20,664	(16,165)
Comprehensive loss	\$ (58,269)	\$ (145,533)
Loss per share	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding - basic and diluted	48,979,100	49,987,500

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

Mezzotin Minerals Inc.
Unaudited Condensed Interim Consolidated Statements Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share Capital		Reserves						
	Number	Amount	Warrant Reserve	Other Capital Reserve	Foreign Currency Translation Reserve	Deficit	Total		
Balance as at January 1, 2014	48,979,100	\$ 3,397,479	\$ 660,284	\$ (10,559)	\$ (21,890)	\$ (2,712,517)	\$ 1,312,797		
Foreign currency translation differences					33,913		33,913		
Net loss						(78,933)	(78,933)		
Balance as at March 31, 2014	48,979,100	\$ 3,397,479	\$ 660,284	\$ (10,559)	\$ 12,023	\$ (2,791,450)	\$ 1,267,777		
Balance as at January 1, 2013	49,987,500	\$ 3,457,983	\$ 685,569	\$ 4,492	\$ (79,619)	\$ (1,961,388)	\$ 2,107,037		
Foreign currency translation differences					20,664		20,664		
Net loss						(129,368)	(129,368)		
Balance as at March 31, 2013	49,987,500	\$ 3,457,983	\$ 685,569	\$ 4,492	\$ (58,955)	\$ (2,090,756)	\$ 1,998,333		

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

Mezzotin Minerals Inc.**Unaudited Condensed Interim Consolidated Statements of Cash Flows****For the Three Months Ended March 31****(Expressed in Canadian Dollars)**

	2014	2013
Cash Flows from Operating Activities		
Net loss	\$ (78,933)	\$ (129,368)
Adjustments for non-cash operating items		
Depreciation	2,625	-
	(76,308)	(129,368)
Changes in non-cash items operating activities		
Amounts receivable and other assets	927	(15,397)
Trade and other payables	(44)	(45,636)
Due to related parties	(123,134)	15,037
Due to government agencies	(14,245)	-
Cash used in operating activities	(212,804)	(175,364)
Cash Flows from Investing Activities		
Acquisition of property and equipment	-	(2,944)
Acquisition of exploration and evaluation assets	-	(27,402)
Cash used in investing activities	-	(30,346)
Net increase (decrease) in cash	(212,804)	(205,710)
Effect of exchange rate changes on cash denominated in a foreign currency	3,521	1,758
Cash, beginning of year	550,291	1,371,815
Cash, end of year	\$ 341,008	\$ 1,167,863

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

Mezzotin Minerals Inc.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

March 31, 2014

1. Nature of Operations and Going Concern

Mezzotin Minerals Inc. ("Mezzotin" or the "Company") was incorporated as Zoolander Corporation 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 May 10, 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 exploration and evaluation assets is dependent upon 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, foreign currency exchange rate 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 of \$2,791,450 from inception and does not currently have any revenue from its operations. The Company's ability to continue as a going concern is dependent upon its ability in the future to locate economically recoverable mineral reserves, 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. There is no assurance that the Company will be successful at these initiatives. 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 Mezzotin Minerals Inc. for the years ended December 31, 2013 and 2012.

These Interim Statements we authorized for issuance by the Board of Directors of the Company on May 29, 2014.

3. Significant Accounting Policies

Basis of preparation

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are accounted for at fair value.

Principles of consolidation

These consolidated financial statements include the accounts of the Company and entities over which it has control including its wholly-owned legal subsidiary, Adsani and Adsani's wholly-owned subsidiary Mezzotin ZIM. All material intercompany transactions and related balances are eliminated on consolidation.

On April 30, 2011, the Company acquired all the issued and outstanding shares of Adsani. The transaction was accounted for as a reverse acquisition. As a result, these consolidated financial statements reflect the financial position, financial performance and cash flows of the legal subsidiary, Adsani, as at and for the years ended December 31, 2013 and 2012. The number of common shares outstanding are that of the Company, the legal parent.

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"). The functional currency of the Company's subsidiaries is the United States Dollar. The consolidated financial statements are presented in Canadian Dollars, which is also 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 in currencies which are not the Company'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, non-monetary items are measured at historical rates of exchange.

Property and equipment

Property and equipment are recorded at acquisition cost less depreciation and accumulated impairment losses.

Where an item of property and equipment comprises significant components with different useful lives, the components are accounted for as separate items (major components) of plant and equipment.

Depreciation is provided at rates calculated to write-off the cost of these assets commencing when available for use, less the estimated residual value, over their estimated useful lives, for the following classes of assets:

	Method	Rate
• Mining equipment	Declining balance	20%
• Vehicles	Declining balance	20%

3. Significant Accounting Policies (cont'd)

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 are other circumstances indicating evidence of impairment.

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 adopted in the current year and under review for future years.

Pronouncements for future adoption:

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 effective date for implementation has been deferred and the Company has not implemented this Standard at this time.

Mezzotin Minerals Inc.
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
March 31, 2014

5. Property and Equipment

	Mining Equipment	Vehicles	Total
Cost			
Balance - January 1, 2014	\$ 374,035	\$ 227,754	\$ 601,789
Foreign currency translation	14,665	8,929	23,594
Balance - March 31, 2014	\$ 388,700	\$ 236,683	\$ 625,383
Accumulated Depreciation			
Balance - January 1, 2014	\$ -	\$ 5,651	\$ 5,651
Depreciation in period	-	2,625	2,625
Foreign currency translation	-	226	226
Balance December 31, 2013	\$ -	\$ 8,502	\$ 8,502
Net Book Value			
As at March 31, 2014	\$ 388,700	\$ 228,181	\$ 616,881
As at December 31, 2013	\$ 374,035	\$ 222,103	\$ 596,138

During the three months ended March 31, 2014, the Company charged depreciation of \$2,625 on vehicles which were in service during the period.

Mezzotin Minerals Inc.**Notes to the Unaudited Condensed Interim Consolidated Financial Statements****March 31, 2014****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 ZIM. 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 - January 1, 2014	\$ 4,546	\$ 419,949	\$ 424,495
Foreign Currency Translation	178	16,465	16,643
Balance - March 31, 2014	\$ 4,724	\$ 436,414	\$ 441,138
Accumulated Depreciation			
Balance - January 1, 2014	\$ -	\$ -	\$ -
Balance - March 31, 2014	\$ -	\$ -	\$ -
Net Book Value			
As at March 31, 2014	\$ 4,724	\$ 436,414	\$ 441,138
As at December 31, 2013	\$ 4,546	\$ 419,949	\$ 424,495

7. Trade Payables and Accruals

	March 31, 2014	December 31, 2013
Falling due within the year:		
Trade payables	\$ 91,280	\$ 66,945
Accrued liabilities	46,220	69,284
	\$ 137,500	\$ 136,229

Mezzotin Minerals Inc.
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
March 31, 2014

8. Share Capital

Authorized share capital

Unlimited number of common shares

Issued and outstanding share capital

Issued share capital at March 31, 2014 was as follows:

	Number of Shares	Amount
Balance at January 1, 2014	48,979,100	\$ 3,397,479
Balance at March 31, 2014	48,979,100	\$ 3,397,479

Warrant reserve

A summary of warrants is as follows:

	Number of Warrants	Amount	Weighted Average Exercise Price	Expiry Date
Balance at January 1, 2014	15,000,000	\$ 660,284	\$ 0.15	August 30, 2014
Balance at March 31, 2014	15,000,000	\$ 660,284	\$ 0.15	August 30, 2014

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 August 22, 2013 the shareholders of the Company approved 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.

In the three months ended March 31, 2014, the Company did not issue any stock options and as of March 31, 2014 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 three months ended March 31, 2014. As at March 31, 2014 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 and its subsidiaries including close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Following is a summary of the related party transactions for the three months ended March 31, 2014:

- a) The Company recorded rental income of \$4,965 related the leasing of two vehicles to a company where a director of the Company's subsidiary was a senior officer.
- b) Included in General Administration expenses is \$4,965 related office rent paid to a company where a Mezzotin ZIM Director was a senior officer.
- c) Included in Consulting Fees is \$17,250 for executive and management services to a company controlled by an officer of the Company.
- d) In the three months ended March 31, 2014 the Company paid US\$111,605 of its US\$112,375 liability to a company whose CEO is a director of the Company's subsidiary. The company periodically made disbursements on behalf of Mezzotin ZIM. The Company records the expenses in the normal course and periodically reimburses the company making the disbursements. The Company did not pay any fees for the service or interest on the balance owing. The amount due to the related parties is non-interest bearing, unsecured and is due on demand.

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

11. Contingencies

The Company may be subject to certain fines and penalties for late remittances to a government agency during 2013. The amount of any fines and penalties, should they be imposed, are indeterminable at this time but are not expected to exceed \$30,000. If the Company is assessed, it will expense the amount at that time.