

Mezzotin Minerals Inc.
(Formerly Zoolander Corporation)

Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended June 30, 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 and six months ended June 30, 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)

	June 30, 2014	December 31, 2013
	Unaudited	Audited
Assets		
Current Assets		
Cash	\$ 253,238	\$ 550,291
Amounts receivable and other assets	14,154	29,606
Total Current Assets	267,392	579,897
Non-Current Assets		
Property and equipment (note 5)	620,310	596,138
Exploration and evaluation assets (note 6)	434,084	424,495
Total Assets	\$ 1,321,786	\$ 1,600,530
Liabilities		
Current Liabilities		
Trade payables and accruals (note 7)	\$ 166,225	\$ 136,229
Due to related parties (note 10d)	822	119,522
Due to government agencies	9,245	31,982
Total Liabilities	176,292	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	(25,573)	(21,890)
Deficit	(2,876,137)	(2,712,517)
Total Shareholders' Equity	1,145,494	1,312,797
Total Liabilities and Shareholders' Equity	\$ 1,321,786	\$ 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 and Six Months Ended June 30 (Expressed in Canadian Dollars)

	Three Months		Six Months	
	2014	2013	2014	2013
Operating Expenses				
Consulting fees	\$ 15,539	\$ 72,887	\$ 29,479	\$ 104,667
Professional fees	21,900	18,286	33,909	38,286
Travel	119	4,504	251	12,816
Salaries and wages	21,457	42,539	48,343	89,484
Shareholder communication	4,511	5,788	11,921	18,874
General and administrative	23,601	43,299	44,584	55,813
Depreciation	2,435	-	5,060	-
Foreign exchange loss	-	3	-	438
Total operating expenses	89,562	187,306	173,547	320,378
Operating loss	(89,562)	(187,306)	(173,547)	(320,378)
Other Income				
Rental income	(4,850)	-	(9,815)	-
Finance income	(25)	(168)	(116)	(3,872)
Total other income	(4,875)	(168)	(9,931)	(3,872)
Net loss	(84,687)	(187,138)	(163,616)	(316,506)
Other Comprehensive Income				
Foreign currency translation gain (loss)	(37,596)	38,666	(3,687)	59,330
Comprehensive loss	\$ (122,283)	\$ (148,472)	\$ (167,303)	\$ (257,176)
Loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)
Weighted average number of shares outstanding - basic and diluted	48,979,100	49,865,605	48,979,100	49,925,876

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 three months ended March 31, 2014								(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
Foreign currency translation differences						\$ (37,596)		\$	(37,596)
Net loss three months ended June 30, 2014								\$ (84,687)	\$ (84,687)
Balance as at June 30, 2014	48,979,100	\$ 3,397,479	\$	660,284	\$ (10,559)	\$ (25,573)	\$	(2,876,137)	\$ 1,145,494
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 three months ended March 31, 2013								\$ (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
Expiry of warrants		\$ 25,285	\$	(25,285)				\$	-
Shares purchased and cancelled	(1,008,400)	\$ (100,840)						\$	(100,840)
Foreign currency translation differences						\$ 38,666		\$	38,666
Net loss three months ended June 30, 2013								\$ (187,138)	\$ (187,138)
Balance as at June 30, 2013	48,979,100	\$ 3,382,428	\$	660,284	\$ 4,492	\$ (20,289)	\$	(2,277,894)	\$ 1,749,021

Mezzotin Minerals Inc.
Unaudited Condensed Interim Consolidated Statements of Cash Flows
For the Three and Six Months Ended June 30
(Expressed in Canadian Dollars)

	Three Months		Six Months	
	2014	2013	2014	2013
Cash Flows from Operating Activities				
Net loss	\$ (84,687)	\$ (187,138)	\$ (163,616)	\$ (316,506)
Adjustments for non-cash operating items				
Depreciation	2,435	-	5,060	-
Loss on disposal of property and equipment	-	10,217	-	10,217
	(82,252)	(176,921)	(158,556)	(306,289)
Changes in non-cash items operating activities				
Amounts receivable and other assets	11,959	(37,721)	14,413	(53,118)
Trade and other payables	28,600	35,065	30,996	(10,571)
Due to related parties	-	6,415	(119,083)	21,452
Due to government agencies	(9,064)	-	(22,840)	-
Cash used in operating activities	(50,757)	(173,162)	(255,070)	(348,526)
Cash Flows from Investing Activities				
Acquisition of property and equipment	(27,217)	(26,666)	(27,217)	(40,802)
Proceeds on disposal of property and equipment	-	22,577	-	22,577
Acquisition of exploration and evaluation assets	(8,232)	(23,690)	(8,232)	(37,673)
Cash used in investing activities	(35,449)	(27,779)	(35,449)	(55,898)
Cash Flows from Financing Activities				
Purchase and cancellation of shares	-	(95,890)	-	(95,890)
Cash Used in financing activities	-	(95,890)	-	(95,890)
Net increase (decrease) in cash	(86,206)	(296,831)	(290,519)	(500,314)
Effect of exchange rate changes on cash denominated in a foreign currency	(1,564)	922	(6,534)	453
Cash, beginning of period	341,008	1,167,863	550,291	1,371,815
Cash, end of year	\$ 253,238	\$ 871,954	\$ 253,238	\$ 871,954

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

Mezzotin Minerals Inc.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

June 30, 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 "MEZ" (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 \$2,876,137 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 were authorized for issuance by the Board of Directors of the Company on August 29, 2014.

Mezzotin Minerals Inc.**Notes to the Unaudited Condensed Interim Consolidated Financial Statements****June 30, 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 is 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****June 30, 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
Additions in period	27,816	-	27,816
Foreign currency translation	(14,200)	(8,070)	(22,270)
Balance - June 30, 2014	\$ 402,316	\$ 228,613	\$ 630,929
Accumulated Depreciation			
Balance - January 1, 2014	\$ -	\$ 5,651	\$ 5,651
Depreciation in period	-	2,625	2,625
Foreign currency translation	-	226	226
Balance March 31, 2014	-	8,502	8,502
Depreciation in period	-	2,435	2,435
Foreign currency translation	-	(318)	(318)
Balance June 30, 2014	\$ -	\$ 10,619	\$ 10,619
Net Book Value			
As at June 30, 2014	\$ 402,316	\$ 217,994	\$ 620,310
As at December 31, 2013	\$ 374,035	\$ 222,103	\$ 596,138

During the three and six months ended June 30, 2014, the Company charged depreciation of \$2,625 and \$5,060 respectively on vehicles which were in service during the period.

Mezzotin Minerals Inc.**Notes to the Unaudited Condensed Interim Consolidated Financial Statements****June 30, 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
Additions in period	-	7,824	7,824
Foreign currency translation	(157)	(14,721)	(14,878)
Balance June 30, 2014	\$ 4,567	\$ 429,517	\$ 434,084

Accumulated Depreciation

Balance - January 1, 2014	\$ -	\$ -	\$ -
Balance - June 30, 2014	\$ -	\$ -	\$ -

Net Book Value

As at June 30, 2014	\$ 4,567	\$ 429,517	\$ 434,084
As at December 31, 2013	\$ 4,546	\$ 419,949	\$ 424,495

7. Trade Payables and Accruals

	June 30, 2014	December 31, 2013
Falling due within the year:		
Trade payables	\$ 97,010	\$ 66,945
Accrued liabilities	69,215	69,284
	\$ 166,225	\$ 136,229

Mezzotin Minerals Inc.**Notes to the Unaudited Condensed Interim Consolidated Financial Statements****June 30, 2014****8. Share Capital****Authorized share capital**

Unlimited number of common shares

Issued and outstanding share capital

Issued share capital at June 30, 2014 was as follows:

	Number of Shares	Amount
Balance at January 1, 2014	48,979,100	\$ 3,397,479
Balance at June 30, 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 June 30, 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 and six months ended June 30, 2014, the Company did not issue any stock options and as of June 30, 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 and six months ended June 30, 2014. As at June 30, 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 and six months ended June 30, 2014:

- a) The Company has recorded rental income of \$4,850 and \$9,815, respectively related to the leasing of two vehicles to a company where a director of the Company's subsidiary is a senior officer.
- b) Included in General Administration expenses is \$4,850 and \$9,815, respectively related to office rent paid to a company where a director of the Company's subsidiary is a senior officer.
- c) Included in Consulting Fees is \$15,500 and \$32,750, respectively for executive and management services to a company controlled by an officer of the Company.
- d) In the six months ended June 30, 2014 the Company reimbursed \$119,083 on account to a third party company whose CEO is a director of Mezzotin ZIM. During 2013, the third party company periodically made disbursements on behalf of Mezzotin ZIM. Mezzotin ZIM recorded the expenses in the normal course and periodically reimbursed the third party company making the disbursements. Mezzotin ZIM did not pay any fees for the service or interest on the balance owing.

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.