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METALLINE MINING CO
Form 10QSB
March 10, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended January 31, 2004
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 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

METALLINE MINING COMPANY QUARTERLY REPORT
ON FORM 10-QSB FOR THE QUARTERLY PERIOD
ENDED JANUARY 31, 2004

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(i)

PART I - FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS.

The reviewed consolidated financial statements of the Company, for the period covered by this report, are included elsewhere in this report, beginning at page F/S 1.

The reviewed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for the interim financial information with the instructions to Form 10-QSB and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of the Company's management, all adjustments (consisting of only normal accruals) considered necessary for a fair presentation have been included. Operating results for the three-month period ended January 31, 2004 are not necessarily indicative of the results that may be expected for the full year ending October 31, 2004.

For further information refer to the financial statements and footnotes thereto in the Company's Annual Report on Form 10-KSB for the year ended October 31, 2003 incorporated by reference herein.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

RESULTS OF OPERATIONS FOR THE PERIOD ENDED JANUARY 31, 2004.

Three months ended January 31, 2004 compared to the three months ended January 31, 2003:

During the three months ended January 31, 2004, the Company realized other income of \$191,906 from the sale of zinc carbonate ore from the Company's San Salvadore mine, in accordance with a contract with Cameron Chemicals, Inc., Norfolk, Virginia. Costs

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associated with the Sale of the ore totaled \$95,202 for the three-month period ended January 31, 2004. There were ore sales of \$89,568 in the three-month period ended July 31, 2003. General and administrative expenses increased to \$365,486 for the three-month period ended January 31, 2004 as compared to \$318,287 for the three-month period ended January 31, 2003. The increase is primarily due to an increase in payroll expenses of \$28,035, an increase in professional services of \$61,314, and a \$9,642 increase in exploration expenditures. These increases were partially offset by a \$60,667 decrease in expenses of maintaining the property. For the three months ended January 31, 2004, the Company experienced a loss of \$268,493, or \$0.02 per share, compared to a loss of \$305,176, or \$0.03 per share, during the comparable period in the previous year.

LIQUIDITY AND CAPITAL RESOURCES.

Metalline Mining Company (the "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. The Company 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, complications, and delays frequently encountered in connection with a new business, and the competitive and regulatory environment in which the Company will operate.

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>From inception until May 1996, the Company was essentially dormant having as its only asset unpatented mining claims located in the State of Montana ("Kadex Property"). Since May 1996, the focus of the Company has been the Sierra Mojada Project in Mexico, and the Company has dropped the Kadex Property claims. The Company is currently involved in exploration and evaluation of its Mexican Property under agreement with Minas Penoles.

The Company has insufficient funds to carry on operations during the next twelve months. In order to maintain operations, the Company will have to raise additional capital through loans or through the sale of securities. If the Company is unable to raise additional capital, it may have to cease operations. The Company's plan of operation, subject to maintaining sufficient funds, calls for continued mining of zinc carbonate from the white zinc manto for delivery to Metalline's fertilizer clients, and drilling and sampling of the red zinc manto to define an ore reserve. The red zinc manto work is being conducted and funded by Penoles.

Due to the Company's lack of revenues, the Company's independent certified public accountants included a paragraph in the Company's 2003 financial statements relative to a going concern uncertainty. The Company financed its obligations during the 2002-2003 fiscal year by its sale of 956,000 shares at an average price of \$1.09 per share. During the current period, the Company has realized \$1,246,500 from the sale of 1,246,500 shares at \$1.00 per share.

The Company is engaged in the business of mining. The Company currently owns one mining property located in Mexico known as the Sierra Mojada Property. The Company conducts its operations in Mexico through its wholly owned subsidiary corporation, Minera Metalin S.A. de C.V. ("Minera Metalin").

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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 owns title to 100% of the concessions.

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 on paved road to Sierra Mojada. There is a well maintained, 1200 meter, gravel airstrip. The District has high voltage electric power and is served by a rail line, which was constructed from Escalon to the district in 1891 and later connected to Monclova.

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" (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 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

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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 Corporations ("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 and lead-silver ore to smelters in Mexico.

The lead manto produced 3 to 3.5 million tons prior to 1905 with another 1.5 million tons of similar ore coming from other ore bodies to the west and to the southwest.

Mineros Nortenos has mined about 600,000 tons of predominantly oxide zinc ore with grades of 20 to 50% zinc. Some of this ore was oxide silver-lead and silver, copper, zinc and lead sulfide at grades of 1 to 4 kilogram silver per ton, 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.

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The Sierra Mojada Property has produced in excess of 10 million tons of high-grade ore that graded in excess of 30% lead, 20% zinc, 1% copper and 1 kg (31 ounces) silver per ton 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, the Company 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.

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.

In October, 1999 Minera Metalin signed a Joint Venture Letter Agreement with Minera North S. de R.L. de C.V. a wholly owned subsidiary of North Limited of Melbourne Australia, a major international mining company. The agreement allowed North to acquire a 60% participating interest in Sierra Mojada by exploring and completing a feasibility study over a "Earn In Period" of not more than 5 years.

In August, 2000 Rio Tinto Ltd. purchased North Limited for its iron ore holding and subsequently terminated the agreement with Minera Metalin.

Penoles Agreement

On the 15th of November, 2001 Metalline Mining Company and its Mexican Subsidiary Minera Metalin, S.A. de C.V. signed an Agreement with Minas Penoles, S.A. de C.V. and Compania Minera La 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.

Penoles and Metalline, by mutual agreement of the parties, have terminated that agreement as of November 15, 2003.

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EFFECT OF RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS.

In May 2003, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No.150, "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity" (hereinafter "SFAS No.150"). SFAS No.150 establishes standards for classifying and measuring certain financial instruments with characteristics of both liabilities and equity and requires that those instruments be classified as liabilities in statements of financial position. Previously, many of those instruments were classified as equity. SFAS No.150 is effective for financial instruments entered into or modified after May 31, 2003 and otherwise is effective at the beginning of the first interim period after June 15, 2003. The Company has not yet determined the impact of the adoption of this statement.

In April 2003, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities" (hereinafter "SFAS No.149"). SFAS No.149 amends and clarifies the accounting of derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS No.133, "Accounting for Derivative Instruments and Hedging Activities". This statement is effective for contracts entered into or modified after June 30, 2003 and for hedging relationships designated after June 30, 2003. The adoption of SFAS No.149 is not expected to have a material impact on the financial position or results of operations of the Company.

In December 2002, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No.148, "Accounting for Stock-Based Compensation - Transition and Disclosure" (hereinafter "SFAS No.148"). SFAS 148 amends SFAS 123, "Accounting for Stock-Based Compensation, " to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, the statement amends the disclosure requirements of SFAS 123 to require prominent disclosure in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The provisions of the statement are effective for financial statements for fiscal years ending after December 15, 2002. As the Company accounts for stock-based compensation using the fair value method, the adoption of SFAS 148 has no material impact on the Company's financial condition or results of operations.

In June 2002, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" (hereinafter "SFAS No.146").

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SFAS No. 146 addresses significant issues regarding the recognition, measurement, and reporting of costs associated with exit and disposal activities, including restructuring activities. SFAS No.146 also addresses recognition of certain costs related to terminating a contract that is not a capital lease, costs to consolidate facilities or relocate employees, and termination benefits provided to employees that are involuntarily terminated under the terms of a one-time benefit arrangement that is not an ongoing benefit arrangement or an individual deferred-

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compensation contract. SFAS No. 146 was issued in June 2002, effective December 31, 2002. The Company's financial position and results of operations have not been affected by adopting SFAS No.146.

In April 2002, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 145, "Rescission of FASB Statements No.4, 44, and 64, Amendment of FASB Statement No.13, and Technical Corrections" (hereinafter "SFAS No.145") which updates, clarifies, and simplifies existing accounting pronouncements. FASB No.4, which required all gains and losses from the extinguishment of debt to be aggregated and, if material, classified as an extraordinary item, net of related tax effect was rescinded. As a result, FASB No. 64, which amended FASB No.4, was rescinded as it was no longer necessary. SFAS No.14 amended FASB No.13 to eliminate an inconsistency between the required accounting for sale-leaseback transactions and the required accounting for certain lease modifications that have economic effects that are similar to sale-leaseback transactions. Management's adoption of this statement has not affected the financial position or results of operations at October 31, 2003.

CASH FLOWS FOR THE THREE MONTHS ENDED

JANUARY 31, 2004 WERE AS FOLLOWS:

During the three-month period ended January 31, 2004, the Company's cash position increased to \$1,813,803, primarily due to the sale of the Company's common stock. During the three-month period, the Company used \$171,282 in operating activities. In addition, the Company realized \$1,284,472 from the sale of Company stock and financed \$32,756 for the purchase of equipment. On June 21, 2002, the Company authorized the purchase of property and equipment from the Mineros Nortenos Cooperativa, located at the Company's Sierra Mojada Project at La Esmeralda, Coahuila, Mexico. Total purchase price, after conversion to U.S. Dollars, amounted to \$272,616. The final payment of \$38,610 due under the contract was paid June 2003.

PART II - OTHER INFORMATION

ITEM 1. 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. During the nine months ended July 31, 2003 the Company settled this suit for approximately \$36,000. The Company paid approximately \$13,800 at the time of settlement, with the balance payable in six equal installments of approximately \$3,700. The Company has met its obligation under the settlement.

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ITEM 2. CHANGES IN SECURITIES.

Neither the constituent instruments defining the rights of the registrant's securities holders nor the rights evidenced by the registrant's outstanding common stock have been modified, limited, or qualified. During the three months ended January 31, 2004 the Company sold 1,246,500 shares of its common stock at a price of \$1.00 per share.

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ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

The registrant has no outstanding senior securities.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

In February 2001 a notice of annual meeting and proxy statement were mailed to shareholders of record January 5, 2001 regarding matters to be considered at the annual shareholders meeting held March 1, 2001. Matters considered were (1) election of directors, (2) consideration and approval of the Company's 2001 Stock Option Plan, (3) consideration and approval of a proposed amendment to the Company's Articles of Incorporation to authorize a class of Preferred Shares, (4) election of outside auditors. There have been no matters submitted to a vote of security holders since March 1, 2001.

ITEM 5. OTHER INFORMATION. None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

EXHIBITS.

The following exhibit is filed as part of this report: None.

REPORTS ON FORM 8-K.

No reports on Form 8-K were filed by the registrant during the period covered by this report.

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METALLINE MINING COMPANY

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| Consolidated Statements of Changes in Stockholder's Equity for the period from inception (November 8, 1993) to January 31, 2004. | F/S 3 |
| Consolidated Statements of Cash Flow for the three-month period ended January 31, 2004 and for the period from inception (November 8, 1993) to January 31, 2004. | F/S 8 |
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METALLINE MINING COMPANY
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS

| | JANUARY 31, 2004 (Unaudited) | October 31, 2003 |
|---------------------------------|---------------------------------|------------------|
| | ----- | ----- |
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash | \$1,813,803 | \$733,369 |
| Accounts receivable | 44,818 | 0 |
| Prepaid expenses | 0 | 126 |
| Employee advances | 15,137 | 20,900 |
| | ----- | ----- |
| Total Current Assets | 1,873,758 | 754,395 |
| | ----- | ----- |
| MINERAL PROPERTIES | 4,334,767 | 4,334,767 |
| | ----- | ----- |
| PROPERTY AND EQUIPMENT | | |
| Office and mining equipment | | |
| Net of accumulated depreciation | 323,381 | 301,142 |
| | ----- | ----- |
| Total Property and Equipment | 323,381 | 301,142 |
| | ----- | ----- |
| TOTAL ASSETS | \$6,531,906 | \$5,390,304 |
| | ===== | ===== |

METALLINE MINING COMPANY
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS
(continued)

| | January 31, 2004 (Unaudited) | October 31, 2003 |
|---|---------------------------------|------------------|
| | ----- | ----- |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES | | |
| Accounts payable | \$107,715 | \$110,898 |
| Contracts payable | 4,209 | 4,209 |
| Accrued liabilities | 31,701 | 23,744 |
| | ----- | ----- |
| Total Current Liabilities | 143,625 | 138,851 |
| | ----- | ----- |
| COMMITMENTS AND CONTINGENCIES | - | - |
| | ----- | ----- |
| STOCKHOLDERS' EQUITY | | |
| Preferred stock, \$0.01 par value; 1,000,000 shares authorized, no shares issued or outstanding | 0 | 0 |
| Common stock, \$0.01 par value; 50,000,000 shares authorized, 13,200,060 and 11,845,055 shares issued and outstanding respectively. | 132,001 | 118,451 |
| Stock subscriptions receivable | 0 | (38,000) |
| Additional paid-in capital | 13,309,056 | 11,955,285 |
| Stock options and warrants | 1,498,550 | 1,498,550 |

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| | | |
|---|-------------|-------------|
| Deficit accumulated during exploration stage | (8,551,326) | (8,282,833) |
| ----- | | |
| Total Stockholders' Equity | 6,388,281 | 5,251,453 |
| | ----- | ----- |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$6,531,906 | \$5,390,304 |
| | ===== | ===== |

See condensed notes to the consolidated financial statements.

F/S 1

METALLINE MINING COMPANY
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS

| | Three Months Ended | | Period from |
|--|--------------------|-------------|---------------------|
| | ----- | | November 8, 1993 |
| | January 31, | January 31, | (Inception) through |
| | 2004 | 2003 | January 31, 2004 |
| | ----- | ----- | ----- |
| REVENUES | \$ 0 | \$ 0 | \$ 0 |
| | ----- | ----- | ----- |
| GENERAL AND ADMINISTRATIVE EXPENSES | | | |
| Salaries and payroll expenses | 160,056 | 132,021 | 1,967,550 |
| Office and administrative | 24,904 | 30,511 | 405,195 |
| Taxes and fees | 40,918 | 47,032 | 326,786 |
| Professional services | 108,432 | 47,118 | 3,631,075 |
| Property expenses | (12,215) | 48,452 | 1,512,683 |
| Exploration and research | 32,874 | 12,278 | 228,222 |
| Depreciation | 10,517 | 875 | 303,670 |
| | ----- | ----- | ----- |
| TOTAL EXPENSES | 365,486 | 318,287 | 8,375,181 |
| | ----- | ----- | ----- |
| LOSS FROM OPERATIONS | (365,486) | (318,287) | (8,375,181) |
| | ===== | ===== | ===== |

METALLINE MINING COMPANY
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS
(continued)

| | Three Months Ended | | Period from |
|---|--------------------|-------------|---------------------|
| | ----- | | November 8, 1993 |
| | January 31, | January 31, | (Inception) through |
| | 2003 | 2002 | January 31, 2003 |
| | ----- | ----- | ----- |
| OTHER INCOME (EXPENSES) | | | |
| Miscellaneous ore sales, net of expenses | 96,704 | 13,160 | 83,661 |
| Interest income | 441 | 8 | 25,905 |
| Interest expense | (152) | (57) | (285,711) |
| | ----- | ----- | ----- |
| TOTAL OTHER INCOME | 96,993 | 13,111 | (176,145) |
| | ===== | ===== | ===== |

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| | | | |
|---|--------------|--------------|----------------|
| LOSS BEFORE INCOME TAXES | (268,493) | (305,176) | (8,551,326) |
| INCOME TAXES | 0 | 0 | 0 |
| NET LOSS | \$ (268,493) | \$ (305,176) | \$ (8,551,326) |
| NET LOSS PER COMMON SHARE BASIC AND DILUTED | \$ (0.02) | \$ (0.03) | |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING BASIC AND DILUTED | 11,899,227 | 10,451,673 | |

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

F/S 2

METALLINE MINING COMPANY
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

| | Common Stock Number of Shares | Amount | Additional Paid-in Capital | Stock Sub- scriptions Receivable | Stock Options and Warrants | Accu Defi Duri plon Stag |
|--|-------------------------------------|----------|----------------------------------|---|-------------------------------------|--------------------------------------|
| Common stock issuance prior to inception (no value) | 960,800 | \$ 9,608 | \$ (9,608) | \$ - | \$ - | \$ |
| 1:5 reverse common stock split | (768,640) | (7,686) | 7,686 | - | - | |
| Net loss for the year ended October 31, 1994 | - | - | - | - | - | (8) |
| Balances, October 31, 1994 | 192,160 | 1,922 | (1,922) | - | - | (8) |
| 3:1 common stock split | 384,320 | 3,843 | (3,843) | - | - | |
| Net loss for the year ended October 31, 1995 | - | - | - | - | - | (7) |
| Balance, October 31, 1995 | 576,480 | \$ 5,765 | \$ (5,765) | \$ - | \$ - | \$ (16) |
| Issuance of common stock as follows: | | | | | | |
| - for par value at transfer of ownership | 2,000 | 20 | - | - | - | |
| - for cash at an average of \$0.11 per share | 1,320,859 | 13,209 | 133,150 | - | - | |
| - for services at an average of \$0.08 per share | 185,000 | 1,850 | 12,600 | - | - | |
| - for computer equipment at \$0.01 per share | 150,000 | 1,500 | 13,500 | - | - | |
| - for mineral property at \$0.01 per share | 900,000 | 9,000 | - | - | - | |
| Net loss for the year ended October 31, 1996 | - | - | - | - | - | (40) |
| Balances, October 31, 1996 | 3,134,339 | \$31,344 | \$153,485 | \$ - | \$ - | \$ (57) |

----- Table continued on next page.

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See condensed notes to the consolidated financial statements.

F/S 3

METALLINE MINING COMPANY
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(continued)

| | Common Stock | | Additional | Stock | Stock | Accu |
|------------------------------|--------------|----------|-------------|-------------|-----------|-----------|
| | ----- | | Paid-in | Sub- | Options | Defi |
| | Number of | Amount | Capital | scriptions | and | Duri |
| | Shares | | | Receivable | Warrants | plon |
| | ---- | ---- | ---- | ----- | ---- | Stag |
| | | | | | | ---- |
| Balance brought Forward | 3,134,339 | \$31,344 | | \$153,485 | \$ - | \$ - |
| Issuance of common Stock | | | | | | |
| as follows: | | | | | | |
| - for cash at an average of | | | | | | |
| \$0.61 per share | 926,600 | 9,266 | 594,794 | - | - | |
| - for services at an average | | | | | | |
| of \$0.74 per share | 291,300 | 2,913 | 159,545 | - | - | |
| - for payment of a loan at | | | | | | |
| \$0.32 per share | 100,200 | 1,002 | 30,528 | - | - | |
| Options issued as follows: | | | | | | |
| - 300,000 options for cash | - | - | 3,000 | - | - | |
| Net loss for year ended | | | | | | |
| October 31, 1997 | - | - | - | - | - | (582 |
| | ----- | --- | ---- | --- | --- | - |
| Balances at October 31, 1997 | 4,452,439 | \$44,525 | \$941,352 | \$ - | \$ - | \$ (640 |
| Issuance of common stock | | | | | | |
| as follows: | | | | | | |
| - for cash at an average | | | | | | |
| of \$1.00 per share | 843,500 | 8,435 | 832,010 | - | - | |
| - for cash and receivables | | | | | | |
| at \$1.00 per share | 555,000 | 5,550 | 519,450 | (300,000) | - | |
| - for services at an average | | | | | | |
| of \$0.53 per share | 41,800 | 418 | 21,882 | - | - | |
| - for mine data base at | | | | | | |
| \$1.63 per share | 200,000 | 2,000 | 323,000 | - | - | |
| Options issued or | | | | | | |
| granted as follows: | | | | | | |
| - 1,200,000 options for cash | - | - | 120,000 | - | - | |
| - for financing fees | - | - | - | - | 60,000 | |
| - for consulting fees | - | - | - | - | 117,000 | |
| Warrants issued for services | - | - | - | - | 488,980 | (488 |
| Net loss for year | | | | | | |
| ended October 31, 1998 | - | - | - | - | - | (906 |
| | ----- | ---- | ----- | ----- | ----- | - |
| Balance, October 31, 1998 | 6,092,739 | \$60,928 | \$2,757,694 | \$(300,000) | \$665,980 | \$(2,035, |
| | ----- | ---- | ----- | ----- | ----- | ----- |

--- Table continued on next page. See condensed notes to the consolidated financial statements.

METALLINE MINING COMPANY

(An Exploration Stage Company)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(continued)

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| | Common Stock | | Additional Paid-in Capital | Stock Sub- scriptions Receivable | Stock Options and Warrants | Accu- Defi- Duri- plon- Stag- |
|---|---------------------|----------|----------------------------------|---|-------------------------------------|---|
| | Number of Shares | Amount | | | | |
| Balance brought Forward | 6,092,739 | \$60,928 | \$2,757,694 | \$(300,000) | \$665,980 | \$(2,035) |
| Issuance of common stock as follows: | | | | | | |
| - for cash at an average of \$1.04 per share | 818,800 | 8,188 | 842,712 | - | - | |
| - for drilling fees at \$0.90 per share | 55,556 | 556 | 49,444 | - | - | |
| Stock options and warrant activity as follows: | | | | | | |
| - exercise of options at \$0.90 per share | 250,000 | 2,500 | 267,500 | - | (45,000) | |
| - issuance of options for financing fees | - | - | - | - | 216,000 | |
| - expiration of options | - | - | 60,000 | - | (60,000) | |
| Stock subscription received | - | - | - | 300,000 | - | |
| Net loss for year ended October 31, 1999 | - | - | - | - | - | (1,42) |
| Balance, October 31, 1999 | 7,215,095 | \$72,152 | \$3,977,350 | \$- | \$776,980 | \$(3,45) |
| Stock option and warrant activity as follows: | | | | | | |
| Exercise of options at \$0.86 per share | 950,000 | 9,500 | 1,090,750 | - | (288,000) | |
| Warrants issued for services | - | - | - | - | 55,000 | |
| Issuance of common stock as follows: | | | | | | |
| - for cash at an average of \$2.77 of \$2.77 per share | 1,440,500 | 14,405 | 3,972,220 | - | - | |
| - for services at \$1.28 per share | 120,000 | 1,200 | 152,160 | - | - | |
| - for equipment at \$1.67 per share | 15,000 | 150 | 24,850 | - | - | |
| Net loss for year ended October 31, 2000 | - | - | - | - | - | (88) |
| Balance, October 31, 2000 | 9,742,595 | \$97,427 | \$9,217,330 | \$- | \$543,980 | \$(4,34) |

----- Table continued on next page. See condensed notes to the consolidated financial statements

METALLINE MINING COMPANY
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(continued)

| | Common Stock | | Additional Paid-in Capital | Stock Sub- scriptions Receivable | Stock Options and Warrants | Accu- Defi- Duri- plon- Stag- |
|--|---------------------|----------|----------------------------------|---|-------------------------------------|---|
| | Number of Shares | Amount | | | | |
| Balance brought Forward | 9,742,595 | \$97,427 | \$9,217,330 | \$0 | \$543,980 | \$(4,340) |
| Stock option and warrant activity as follows: | | | | | | |
| -Warrants exercised at \$0.75 per share | 20,000 | 200 | 25,560 | 0 | (10,760) | |
| -Options issued for consulting fees | 0 | 0 | 0 | 0 | 740,892 | |
| -Warrants issued for consulting fees | 0 | 0 | 0 | 0 | 144,791 | |

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| | | | | | | |
|--|------------|-----------|--------------|------|-------------|-------------|
| Issuance of common stock as follows: | | | | | | |
| - for cash at \$2.00 per share | 250,000 | 2,500 | 494,076 | 0 | 3,424 | |
| - for cash of \$210 and services at \$2.07 per share | 21,000 | 210 | 43,260 | 0 | 0 | |
| - for cash of \$180 and services at \$2.05 per share | 18,000 | 180 | 36,720 | 0 | 0 | |
| - for services at \$2.45 per share | 6,000 | 60 | 14,640 | 0 | 0 | |
| - for services at \$1.50 per share | 12,000 | 120 | 17,880 | 0 | 0 | |
| Net loss for year ended October 31, 2001 | 0 | 0 | 0 | 0 | 0 | (2,069) |
| Balance, October 31, 2001 | 10,069,595 | 100,697 | 9,849,466 | 0 | 1,422,327 | (6,409) |
| Issuance of common stock as follows: | | | | | | |
| - for cash at \$2.00 per share | 50,000 | 500 | 99,500 | 0 | 0 | |
| - for cash and warrants at \$1.50 per share | 96,000 | 960 | 134,400 | 0 | 8,640 | |
| - for cash and warrants at \$1.50 per share | 66,667 | 667 | 93,333 | 0 | 6,000 | |
| - for compensation at an average of \$1.23 per share | 86,078 | 861 | 104,014 | 0 | 0 | |
| Stock option activity as follows: | | | | | | |
| - for compensation at \$0.61 per share | 0 | 0 | 0 | 0 | 61,000 | |
| Net loss for year ended October 31, 2002 | 0 | 0 | 0 | 0 | 0 | (765) |
| Balance, October 31, 2002 | 10,368,340 | \$103,685 | \$10,280,713 | \$ 0 | \$1,497,967 | \$(7,175,6) |

---- Table continued on next page. See condensed notes to the consolidated financial statements.

METALLINE MINING COMPANY
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(continued)

| | Common Stock | | Additional | Stock | Stock | Accu |
|--|--------------|-----------|--------------|------------|-------------|-------------|
| | Number of | Amount | Paid-in | Sub- | Options | Defi |
| | Shares | | Capital | scriptions | and | Duri |
| | ----- | ----- | ----- | Receivable | Warrants | plon |
| | ----- | ----- | ----- | ----- | ----- | Stag |
| Balance brought Forward | 10,368,340 | \$103,685 | \$10,280,713 | \$ 0 | \$1,497,967 | \$(7,175,6) |
| Issuance of common stock as follows: | | | | | | |
| - for cash at \$2.00 per share | 100,000 | 1,000 | 199,000 | 0 | 0 | |
| - for cash at an average of \$0.98 per share | 849,000 | 8,489 | 821,510 | - | - | |
| - for cash and warrants at \$1.50 per share | 7,000 | 70 | 9,847 | - | 583 | |
| - for compensation at an average of \$1.25 per share | 391,332 | 3,913 | 487,275 | - | - | |
| - for services at an average of \$1.23 per share | 91,383 | 941 | 119,320 | - | - | |
| - for subscriptions receivable at \$1.00 per share | 38,000 | 380 | 37,620 | (38,000) | - | |
| Net loss for the year ended October 31, 2003 | - | - | - | - | - | (1,107,2) |
| Balance, October 31, 2003 | 11,845,055 | 118,451 | 11,955,285 | (38,000) | 1,498,550 | (8,282,8) |
| Issuance of common stock | | | | | | |

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as follows:

| | | | | | |
|---|------------|-----------|--------------|--------|-------------|
| - for cash at \$1.00 per share | 1,246,500 | 12,465 | 1,234,035 | - | - |
| - for compensation at an average of \$1.18 per share | 67,205 | 672 | 78,849 | - | - |
| - for services at \$1.00 per share | 41,300 | 413 | 40,887 | - | - |
| Stock subscription received | - | - | - | 38,000 | - |
| Net loss for the three months ended January 31, 2004 | - | - | - | - | - |
| | ---- | ---- | ----- | ---- | ---- |
| Balance, January 31, 2004 (unaudited) | 13,200,060 | \$132,001 | \$13,309,056 | \$ - | \$1,498,550 |
| | ===== | ===== | ===== | ===== | ===== |

The accompanying notes are an integral part of these consolidated financial statements.
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METALLINE MINING COMPANY
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS

| | Three Months Ended ----- January 31, 2004 (Unaudited) ----- | January 31, 2003 (Unaudited) ----- | Period from November 8, 1993 (Inception) through January 31, 2004 (Unaudited) ----- |
|---|--|---|---|
| Cash flows from operating activities: | | | |
| Net loss | \$ (268,493) | \$ (305,176) | \$ (8,551,326) |
| Adjustments to reconcile net loss to cash used by operating activities: | | | |
| Depreciation | 10,517 | 12,278 | 188,010 |
| Non-cash expenses | 28 | 3,640 | 126,892 |
| Payment of services from issuance of stock | 120,821 | 131,958 | 1,423,333 |
| Payment of services from issuance of options | 0 | 0 | 801,892 |
| Payment of financing fees from issuance of stock options | 0 | 0 | 276,000 |
| Payment of expenses from issuance of stock | 0 | 0 | 326,527 |
| Warrants issued for services | 0 | 0 | 688,771 |
| (Increases) decreases in: | | | |
| Foreign property tax refund receivable | 0 | 59,287 | 0 |
| Accounts receivable | (44,818) | (4,451) | (44,818) |
| Prepaid expenses | 126 | 99 | 0 |
| Employee advances | 5,763 | (2,689) | (15,137) |
| (Increases) decreases in: | | | |
| Accounts payable | (3,183) | (5,783) | 107,715 |
| Contracts payable | 0 | 38,259 | 4,209 |
| Accrued liabilities | 7,957 | (165,265) | 31,701 |
| | ----- | ----- | ----- |
| Net cash used in operating activities | (171,282) | (237,843) | (4,636,231) |
| | ===== | ===== | ===== |

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Schedule continued on next page.

See condensed notes to the consolidated financial statements.

METALLINE MINING COMPANY
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(continued)

| | Three Months Ended ----- January 31, 2004 (Unaudited) ----- | January 31, 2003 (Unaudited) ----- | Period from November 8, 1993 (Inception) through January 31, 2004 (Unaudited) ----- |
|--|--|---|---|
| Net cash used by operating activities | (171,282) | (237,843) | (4,636,231) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Purchase of investments | 0 | 0 | (484,447) |
| Proceeds from investments | 0 | 0 | 484,447 |
| Equipment purchases | (32,756) | 0 | (471,368) |
| Mining property acquisitions | 0 | 0 | (4,452,631) |
| | ----- | ----- | ----- |
| Net cash used by investing activities | (32,756) | 0 | (4,923,999) |
| | ----- | ----- | ----- |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Proceeds from sales of common stock | 1,284,472 | 209,917 | 10,306,643 |
| Proceeds from sales of options and warrants | 0 | 583 | 949,890 |
| Deposits for sale of stock | 0 | 0 | 87,500 |
| Proceeds from shareholders loans | 0 | 0 | 30,000 |
| | ----- | ----- | ----- |
| Net cash provided by financing activities: | 1,284,472 | 210,500 | 11,374,033 |
| | ----- | ----- | ----- |
| Net increase (decrease) in cash | 1,080,434 | (27,343) | 1,813,803 |
| Cash beginning of period | 733,369 | 216,363 | 0 |
| | ----- | ----- | ----- |
| Cash at end of period | \$1,813,803 | \$189,020 | \$1,813,803 |
| | ===== | ===== | ===== |

Schedule continued on next page.

See condensed notes to the consolidated financial statements.

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METALLINE MINING COMPANY
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(continued)

Period from

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| | Three Months Ended ----- January 31, 2004 (Unaudited) ----- | January 31, 2003 (Unaudited) ----- | November 8, 1993 (Inception) through January 31, 2004 (Unaudited) ----- |
|---|--|---|--|
| SUPPLEMENTAL CASH | | | |
| FLOW DISCLOSURES: | | | |
| Income taxes paid in cash | 0 | 0 | \$ 0 |
| Interest paid in cash | 152 | 57 | \$ 209 |
| NON-CASH FINANCING ACTIVITIES: | | | |
| Common stock issued for services | 120,821 | 131,958 | \$1,423,333 |
| Common stock issued for payment of expenses | 0 | 0 | \$326,527 |
| Common stock issued for equipment | 0 | 0 | \$ 25,000 |
| Common stock options issued for financing fees | 0 | 0 | \$276,000 |
| Options issued for services | 0 | 0 | \$801,892 |
| Warrants issued for services | 0 | 0 | \$688,771 |
| Non-cash expenses | 28 | 0 | \$126,892 |
| Financing of equipment | 0 | 23,148 | \$23,148 |
| ----- | | | |

See condensed notes to the consolidated financial statements.
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METALLINE MINING COMPANY
An Exploration Stage Company
Notes to the Consolidated Financial Statements
January 31, 2004

The interim consolidated financial statements of Metalline Mining Company included herein have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange. Although certain information normally included in financial statements prepared in accordance with generally accepted accounting principles has been condensed or omitted, the Company believes that the disclosures are adequate to make the information presented no misleading. The accompanying interim financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's annual report on Form 10-KSB for the fiscal year ended October 31, 2003.

The consolidated financial statements included herein reflect all normal recurring adjustments that, in the opinion of management, are necessary for a fair presentation of the results for interim periods. The results for interim periods are not necessarily indicative of trends or of results to be expected for a full year.

NOTE 1

PREFERRED STOCK

At its March 1, 2001 annual shareholders meeting, the Company approved a change to its articles of incorporation whereby the Company is authorized to issue one million shares of \$0.01 par value preferred stock. The specific features of the preferred stock will be determined by the Company's board of directors. There have been no preferred shares issued as of January 31, 2004.

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STOCK OPTION PLAN

On March 1, 2001, the Company's shareholders approved a qualified stock option plan. The number of shares eligible for issuance under the qualified plan is to be determined by the Company's board of directors. As of January 31, 2004 there were options for 350,000 shares outstanding to officers and directors of the Company.

NOTE 2

On November 15, 2001, the Company entered into an agreement with Compania Minera La Parrena S.A. de C.V. ("Penoles") whereby Penoles may earn the right to acquire a 60% interest in certain mining concessions located in the Sierra Majada region of Coahuila, Mexico. The earn-in right is contingent upon the following: delivery by Penoles within four years of a pre-feasibility study, completion by Penoles of \$1,000,000 of qualified expenditures on the aforementioned mining concessions, and Penoles' purchase of up to 250,000 shares of Metalline's common stock at \$2.00 per share. As of January 31, 2004, Penoles had purchased 150,000 shares of common stock under this agreement.

During the three months ended January 31, 2004, Metalline received reimbursement of \$30,899 from Penoles for expenses incurred by Metalline, which were applied toward qualified expenditures. In November 2003, the agreement between the Company and Penoles was terminated by mutual consent.

NOTE 3

In December 2001 Metalline Mining Company signed an agreement with 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. The property contains high-grade garnet deposits that will be developed for the industrial abrasive market. The agreement allows Metalline to mine, process and market any metallic, non-metallic, or other mineral mined and sold from the property by establishing the quality and marketability of the garnet and by furnishing B.O.W. a business plan and feasibility study within six months. The agreement also provides that within 12 months of completing the feasibility study, if warranted, Metalline will construct and

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METALLINE MINING COMPANY
An Exploration Stage Company
Notes to the Consolidated Financial Statements
January 31, 2004

place into production a mining and marketing operation with a minimum capacity of 25,000 tons per year of industrial garnet. As consideration for the exclusive lease, B.O.W. will receive up to 50% of net profits from the operation. The Company announced in October 2002 that the agreement has been terminated.

NOTE 4

On June 21, 2002, the Company authorized the purchase of property and equipment from the Mineros Nortenos Cooperativa, located at the Company's Sierra Majada Project at La Esmeralda, Coahuila, Mexico. Total purchase price, after conversion to U.S. Dollars, amounted to \$272,616. The final payment of \$38,610 was made in June 2003.

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NOTE 5

On April 28, 2003 the Company authorized a private placement of 500,000 shares of common stock. On December 31, 2003 the number of authorized shares was increased to 3 million shares.

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METALLINE MINING COMPANY
AN EXPLORATION STAGE COMPANY
JANUARY 31, 2004

CERTIFICATIONS

I, Merlin D. Bingham, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Metalline Mining Company.

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I, are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 45 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize, and report financial data and have identified for the registrant's auditors any material weaknesses

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in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 8, 2004

/s/ Merlin D. Bingham

President

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METALLINE MINING COMPANY
AN EXPLORATION STAGE COMPANY
JANUARY 31, 2004

CERTIFICATIONS

I, Wayne L. Schoonmaker, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Metalline Mining Company.

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I, are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 45 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our

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evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize, and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 8, 2004

/s/ Wayne L. Schoonmaker

Principal Accounting Officer

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CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Metalline Mining Company (the "Company") on Form 10-QSB for the period ended January 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Merlin D. Bingham, President of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition, and results of operations of the Company.

/s/ Merlin D. Bingham

President

Dated: March 8, 2004

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CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,

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AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Metalline Mining Company (the "Company") on Form 10-QSB for the period ended January 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Wayne L. Schoonmaker, Principal Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition, and results of operations of the Company.

/s/ Wayne L. Schoonmaker

Principal Accounting Officer

Dated: March 8, 2004
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METALLINE MINING COMPANY
AN EXPLORATION STAGE COMPANY
January 31, 2004

SIGNATURES

In accordance with Section 12, 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

METALLINE MINING COMPANY

BY: /s/ Merlin Bingham

Merlin Bingham, its President
Date: March 8, 2004

By: /s/ Wayne L. Schoonmaker

Wayne Schoonmaker, its
Principal Accounting Officer
Date: March 8, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

By: /s/ Merlin Bingham

Merlin Bingham

By: /s/ Daniel Gorski

Daniel Gorski

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Director
Date: March 8, 2004

Vice President/Director
Date: March 8, 2004

By: /s/ Wayne L. Schoonmaker

Wayne Schoonmaker
Secretary/Treasurer
Date: March 8, 2004

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