

METALLINE MINING CO

Form PRE 14A

February 25, 2011

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11 (c) or Rule 14a-12

METALLINE MINING COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
 - Fee paid previously with preliminary materials:
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 240.0-11 and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement no.:
 - (3) Filing Party:
 - (4) Date Filed:
-

METALLINE MINING COMPANY

885 West Georgia Street, Suite 2200
Vancouver, B.C. V6C 3E8

March 9, 2011

To Our Shareholders:

You are cordially invited to the Annual Meeting of Shareholders (the "Meeting") of Metalline Mining Company (the "Company") to be held at the Fairmont Hotel Vancouver, the Waddington Room, 900 West Georgia Street Vancouver, BC, Canada, V6C 2W6 on April 20, 2011 at 1:00 p.m. local time.

The formal Notice of the Meeting and Proxy Statement describing the matters to be acted upon at the Meeting are contained in the following pages. Shareholders also are entitled to vote on any other matters which properly come before the Meeting.

Enclosed is a proxy which will enable you to vote your shares on the matters to be considered at the Meeting even if you are unable to attend the Meeting. Please mark the proxy to indicate your vote, date and sign the proxy and return it in the enclosed envelope as soon as possible for receipt prior to the Meeting.

WHETHER YOU OWN FEW OR MANY SHARES OF STOCK, PLEASE BE SURE YOU ARE REPRESENTED AT THE MEETING EITHER BY ATTENDING IN PERSON OR BY RETURNING YOUR PROXY AS SOON AS POSSIBLE.

Sincerely,

Brian Edgar, Executive Chairman

METALLINE MINING COMPANY
885 West Georgia Street, Suite 2200
Vancouver, B.C. V6C 3E8

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON APRIL 20, 2011

March 9, 2011

To the Shareholders of Metalline Mining Company:

The Annual Meeting of Shareholders (the "Meeting") of Metalline Mining Company, a Nevada corporation (the "Company") will be held at the Fairmont Hotel Vancouver, the Waddington Room, 900 West Georgia Street Vancouver, BC, Canada, V6C 2W6 on Wednesday, April 20, 2011 at 1:00 p.m. local time, for the purpose of considering and voting upon proposals to:

1. Elect six directors to serve until the next annual meeting of shareholders and until their successors are elected and qualified.
2. Approve an amendment to our Articles of Incorporation to change the Company's name to Silver Bull Resources, Inc.
3. Ratify and approve the appointment of Hein & Associates LLP as our independent registered public accounting firm.
4. Approve, by non-binding vote, the compensation of the Company's executive officers.
5. Recommend, by non-binding vote, the frequency of executive compensation votes.
6. Transact such other business as may lawfully come before the Meeting or any adjournment(s) thereof.

The Board of Directors is not aware of any other business to come before the Meeting. Pursuant to the Company's Bylaws, the Board of Directors has fixed the close of business on Thursday, February 24, 2011 as the record date for determination of the shareholders entitled to vote at the Meeting and any adjournments thereof.

You are requested to complete and sign the enclosed proxy which is solicited by the Board of Directors and to return it promptly in the enclosed envelope. The proxy will not be used if you attend the Meeting and vote in person.

EACH SHAREHOLDER, WHETHER OR NOT HE PLANS TO ATTEND THE MEETING, IS REQUESTED TO COMPLETE, SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD. ANY PROXY GIVEN BY THE SHAREHOLDER MAY BE REVOKED BY FILING WITH THE SECRETARY OF THE COMPANY A WRITTEN REVOCATION OR A DULY EXECUTED PROXY BEARING A LATER DATE. ANY SHAREHOLDER PRESENT AT THE MEETING MAY REVOKE HIS PROXY AND VOTE IN PERSON ON EACH MATTER BROUGHT BEFORE THE MEETING. HOWEVER, IF YOU ARE A SHAREHOLDER WHOSE SHARES ARE NOT REGISTERED IN YOUR OWN NAME, YOU WILL NEED

ADDITIONAL DOCUMENTATION FROM YOUR RECORD HOLDER TO VOTE IN PERSON AT THE MEETING.

BY ORDER OF THE BOARD OF DIRECTORS,

BRIAN EDGAR, EXECUTIVE CHAIRMAN

METALLINE MINING COMPANY
885 West Georgia Street, Suite 2200
Vancouver, B.C. V6C 3E8

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
APRIL 20, 2011

March 9, 2011

To Our Shareholders:

This proxy statement (the "Proxy Statement") is furnished in connection with the solicitation by the Board of Directors of Metalline Mining Company (the "Company") of proxies to be used at the Annual Meeting of Shareholders (the "Meeting") to be held at the Fairmont Hotel Vancouver, the Waddington Room, 900 West Georgia Street Vancouver, BC, Canada, V6C 2W6 on Wednesday, April 20, 2011, at 1:00p.m. local time, and at any adjournments or postponements thereof. The Meeting is being held for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. This Proxy Statement, the accompanying proxy card and the Notice of Annual Meeting of Shareholders, as well as the Company's Annual Report on Form 10-K for the year ended October 31, 2010 (collectively, the "Proxy Materials") are first being mailed to shareholders beginning on or about March 9, 2011.

GENERAL INFORMATION

Solicitation

The enclosed proxy is being solicited by the Company's Board of Directors. The costs of the solicitation will be borne by the Company. Proxies may be solicited personally or by mail, telephone, facsimile or telegraph by directors, officers and regular employees of the Company, none of whom will receive any additional compensation for such solicitations. The Company will reimburse banks, brokers, nominees, custodians and fiduciaries for their reasonable out-of-pocket expenses incurred in sending the proxy materials to beneficial owners of the shares.

Voting Rights and Votes Required

Holders of shares of Metalline Mining Company common stock (the "Common Stock"), at the close of business on Thursday February 24, 2011 (the "Record Date") are entitled to notice of, and to vote at, the Meeting. On the Record Date, 106,151,402 shares of Common Stock were outstanding. Holders of Common Stock are entitled to one vote per share.

The presence, in person or by proxy, of one-third of the shares of Common Stock outstanding as of the Record Date constitutes a quorum for the transaction of business at the Meeting. In the event there are not sufficient votes for a quorum or to approve any proposals at the time of the Meeting, the Meeting may be adjourned in order to permit further solicitation of proxies. Abstentions will count towards quorum requirements.

As to the election of directors under Proposal One, the proxy card being provided by the Board enables a shareholder to vote for the election of each of the nominees proposed by the Board, or to withhold authority to vote for one or more of the nominees being proposed. Directors are elected by a plurality of votes cast without respect to either (i) broker non-votes, or (ii) proxies as to which authority to vote for one or more of the other nominees being proposed is withheld.

With respect to Proposal Two, the proposed amendment to our Articles of Incorporation, a shareholder may: (i) vote "FOR" the proposal, (ii) vote "AGAINST" the proposal, or (iii) "ABSTAIN" with respect to the proposal. The affirmative vote of a majority of the shares outstanding and entitled to vote is required to approve Proposal Two. Votes to abstain and broker non-votes will have the effect of a vote against this proposal.

With respect to Proposal Three (ratification of the appointment of our independent registered accounting firm) and Proposal Four (the non-binding advisory vote on executive compensation) each will be approved if a majority of the votes cast on each such proposal vote in favor of such proposal. Votes to abstain and broker non-votes will not have an effect on these proposals.

With respect to Proposal Five (the frequency of the advisory vote on executive compensation) the frequency receiving the greatest number of votes will be considered the frequency recommended by the shareholders. Broker non-votes and votes to abstain will have no effect on this proposal.

The proposed corporate actions on which the shareholders are being asked to vote are not corporate actions for which shareholders of a Nevada corporation have the right to dissent under the Nevada General Corporation Law.

Shares of Common Stock represented by all properly executed proxies received at the Company's transfer agent by Tuesday April 18, 2011 will be voted as specified in the proxy. Unless contrary instructions are indicated on the proxy, the shares of Common Stock represented by such proxy will be voted: (i) "FOR" the slate of directors described herein; (ii) "FOR" Proposals Two, Three, and Four as described herein; and (iii) "FOR" 'Three Years' with respect to Proposal Five. Management and the Board of Directors of the Company know of no other matters to be brought before the Meeting other than as described herein. If any other matters are properly presented to the shareholders for action at the Meeting and any adjournments or postponements thereof, the proxy holder named in the enclosed proxy intends to vote in his discretion on all matters on which the shares of Common Stock represented by such proxy are entitled to vote.

The giving of the enclosed proxy does not preclude the right to vote in person should the shareholder giving the proxy so desire. A proxy may be revoked at any time prior to its exercise by (i) providing notice in writing to the Company's corporate secretary that the proxy is revoked; (ii) presenting to the Company a later-dated proxy; or (iii) by attending the Meeting and voting in person.

This Proxy Statement, the Company's 2010 Annual Report on Form 10-K, and the proxy card are available on line at: _____ . However, shareholders may not cast their vote or proxy at _____ .

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Certain Beneficial Owners

Security Ownership of Management

The number of shares outstanding of the Company's Common Stock as of February 24, 2011, the Record Date, was 106,151,402. The following table sets forth as of February 24, 2011, the number of shares of the Company's common stock beneficially owned by each of the Company's current directors, the current nominees and the Company's current executive officers, and the number of shares beneficially owned by all of the director nominees and named executive officers as a group:

Name and Address of Beneficial Owner	Position	Amount and Nature of Beneficial Ownership(1)	Percent of Common stock
Brian Edgar 885 W. Georgia Street Suite 2200 Vancouver B.C., V6C 3E8	Executive Chairman	4,869,952 (2)	4.5%
Gregory Hahn 885 W. Georgia Street Suite 2200 Vancouver, B.C. V6C 3E8	Director **	729,500 (3)	0.7%
Wesley Pomeroy 885 W. Georgia Street Suite 2200 Vancouver B.C., V6C 3E8	Director **	698,000 (4)	0.7%
Robert Kramer 885 W. Georgia Street Suite 2200 Vancouver B.C., V6C 3E8	Director **	826,500 (5)	0.8%
Duncan Hsia 885 W. Georgia Street Suite 2200 Vancouver B.C., V6C 3E8	Director	1,741,300 (6)	1.6%

Murray Hitzman 885 W. Georgia Street Suite 2200 Vancouver B.C., V6C 3E8	Director	236,820 (7)	0.2%
Nicole Adshead-Bell 885 W. Georgia Street Suite 2200 Vancouver B.C., V6C 3E8	Director	100,000 (8)	>0.1%
Daniel Kunz 885 W. Georgia Street Suite 2200 Vancouver B.C., V6C 3E8	Director Nominee	0	--
Robert J. Devers 885 W. Georgia Street Suite 2200 Vancouver B.C., V6C 3E8	Chief Financial Officer	588,542 (9)	0.6%
Timothy Barry 885 W. Georgia Street Suite 2200 Vancouver B.C., V6C 3E8	President, Chief Executive Officer, and Director Nominee	896,334 (10)	0.8%
All current directors, nominees, and executive officers as a group (ten persons)		10,629,787 (11)	9.6%

** Messrs. Kramer, Pomeroy and Hahn are not standing for reelection at the Meeting.

(1) Calculated in accordance with rule 13d-3 under the Securities Exchange Act of 1934.

- (2) Includes: (i) 4,512,792 shares of common stock; (ii) 57,160 shares of common stock held by Mr. Edgar's spouse; and (iii) vested options to acquire 300,000 shares of common stock.
- (3) Includes: (i) 125,500 shares of common stock; and (ii) vested options to acquire 604,000 shares of common stock.
- (4) Includes: (i) 294,000 shares of common stock; and (ii) vested options to acquire 404,000 shares of common stock.
- (5) Includes: (i) 165,000 shares of common stock; (ii) 7,500 shares of common stock held by Mr. Kramer's spouse; and (iii) vested options to acquire 654,000 shares of common stock.
- (6) Includes: (i) 647,550 shares of common stock held by Mr. Hsia; (ii) 300,000 shares of common stock held in trust by Mr. Hsia's spouse; (iii) 370,000 shares of common stock held in trust for the benefit of Mr. Hsia's children; (iv) 6,000 shares of common stock held by Mr. Hsia's children; (v) warrants to acquire 87,500 shares of common stock; (vi) warrants to acquire 180,000 shares of common stock held by Mr. Hsia's spouse; (vii) warrants to acquire 50,250 shares of common stock held in trust for the benefit of Mr. Hsia's children; and (viii) vested

options to acquire 100,000 shares of common stock.

4

(7) Includes: (i) 36,820 shares of common stock; and (ii) vested options to acquire 200,000 shares of common stock.

(8) Consists of vested options to acquire 100,000 shares of common stock.

(9) Includes: (i) 10,000 shares of common stock; and (ii) vested options to acquire 578,542 shares of common stock.

(10) Includes: (i) 688,000 shares of common stock; and (ii) vested options to acquire 208,334 shares of common stock.

(11) Includes securities reflected in footnotes 2-10.

Security Ownership of Certain Beneficial Owners

The following table sets forth the beneficial ownership of the Company's Common Stock as of the Record Date by each person (other than the director nominees and executive officers of the Company) who owned of record, or was known to own beneficially, more than 5% of the outstanding voting shares of Common Stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percent of Common stock
Sprott Asset Management LP South Tower, Royal Bank Plaza Suite 2700, Toronto, ON M5J 2J1	5,912,185	5.6%
John C. Barrett PO Box 10433 Pompano Beach FL 33061	6,861,750 (2)	6.3%

(1) Calculated in accordance with rule 13d-3 under the Securities Exchange Act of 1934.

(2) Includes warrants to acquire 1,100,000 shares of common stock held by John C. Barrett and John C. Barrett Revocable Trust.

MANAGEMENT

Identification of Directors and Executive Officers

The table below sets forth the names, titles, and ages of each of the nominees standing for election to the Company's Board of Directors and its executive officers as of February 24, 2011. Unless otherwise indicated in their employment agreement executive officers of the Company are elected by the Board of Directors and serve for a term of one year and until their successors have been elected and qualified or until their earlier resignation or removal by the Board of Directors. There are no family relationships among any of the director nominees and/or executive officers of the Company.

Robert Kramer, Wesley Pomeroy, and Gregory Hahn currently serve on the Board of Directors but are not standing for reelection at the Meeting.

In conjunction with the transaction whereby Dome Ventures Corporation ("Dome") became a wholly owned subsidiary of the Company in April 2010 (the "Merger Transaction") the Company agreed to take actions to cause Brian Edgar to be appointed to the Board of Directors in the position of Executive Chairman, as well as one other person designated by Dome. Dr. Murray Hitzman was later designated by Dome to serve on the Board of Directors. Both Mr. Edgar and Dr. Hitzman were elected to serve at the Company's meeting of shareholders held on April 15, 2010. Except as described herein there was no agreement or understanding between Company and any director or executive officer pursuant to which he was selected as an officer or director, although certain of the Company's executive officers have entered into employment agreements with the Company.

Name	Current Position	Age	Year Initially Appointed as Officer or Director
Brian Edgar	Executive Chairman	61	2010
Duncan Hsia	Director	45	2010
Murray Hitzman	Director	57	2010
Nicole Adshead-Bell	Director	37	2011
Daniel Kunz	Director Nominee	58	NA
Robert J. Devers	Chief Financial Officer	48	2007
Timothy Barry	President and Chief Executive Officer and Director Nominee	35	2010

Brian Edgar. Mr. Edgar was elected to the Company's Board of Directors in April 2010 and began serving as the Executive Chairman at that time. Mr. Edgar has broad experience working in junior and mid-size level natural resource companies. He served as Dome's President and Chief Executive Officer starting in February of 2005. Further, Mr. Edgar has served on Dome's Board of Directors since 1998. Mr. Edgar currently serves as a director of several other publicly traded companies, including BlackPearl Resources Inc., Denison Mines Corp., Lucara Diamond Corp., Lundin Mining Corporation, and ShaMaran Petroleum Corp., all of which trade on the Toronto Stock Exchange or the TSX Venture Exchange. Prior to establishing Rand Edgar Capital Corp. (succeeded by Rand Edgar Investment Corp.), Mr. Edgar practiced corporate/securities law in Vancouver, British Columbia, Canada for sixteen years.

Duncan Hsia. Mr. Hsia was elected to the Board of Directors in April 2010. Mr. Hsia has worked as a consultant to both the private and public sectors in a variety of industries for Andersen Consulting in the U.S. and Europe. From 1999 to the present Mr. Hsia has served as an analyst in the financial industry and primarily focuses his analysis and research on public and private companies in the mining and commodities sectors. He has authored articles on the financial markets for various newsletters and websites. From 1993 through 1999 Mr. Hsia worked for PeopleSoft, Inc. where he held various positions including Regional Manager for PeopleSoft's Western Region Consulting Group and corporate manager for PeopleSoft's Account Management division. Mr. Hsia has a B.S. in Economics from the Wharton School of Business and a B.A.S. from the Moore School of Engineering at the University of Pennsylvania.

Murray Hitzman. Dr. Hitzman was elected to the Board of Directors in April 2010. Dr. Hitzman has extensive experience in the mining sector and began work in the mining industry with Anaconda Copper Mining Company. From 1982 through 1993, Dr. Hitzman worked throughout the world for Chevron Resources Company and initiated and managed base and precious metal exploration projects throughout the world. In 1993, Dr. Hitzman was named Geological Society of America Congressional Fellow and served from September, 1993 to August, 1994, on the staff of U.S. Senator Joseph Lieberman (D - CT) working on natural resource and environmental issues. Dr. Hitzman was named Executive Branch Fellow by the American Association for the Advancement for Science/Sloan Foundation during 1994. As the Executive Branch Fellow he served as a senior policy analyst in the White House Office of Science and Technology Policy from September, 1994 through March, 1996 specializing in natural resource, environmental, and geoscience issues. In June, 1996, Dr. Hitzman became a professor at the Colorado School of Mines, and in 2000 was named Head of the Department of Geology and Geological Engineering (he stepped down as such in August, 2007). Dr. Hitzman serves as a director of several publicly held companies being Cardero Resources Corp. (NYSE Amex: CDY); Mansfield Minerals Inc. (TSX Venture: MDR.V), and Teal Exploration and Mining Inc. (publicly traded in Germany). Dr. Hitzman has a Bachelor of Arts in Geology from Dartmouth College, a Bachelor of Arts in Anthropology from Dartmouth College, a Master of Science in Geology from the University of Washington and a Ph.D. in Geology from Stanford University, California.

Nicole Adshead-Bell. Dr. Adshead-Bell has a significant amount of experience in the investment banking and financial analysis industries where her primary emphasis has been on mid sized and junior level natural resources companies. She currently serves as the President of Cupel Advisory Corp. a company founded in 2011 that focuses on advisory and research services for exploration and mining companies and natural resource funds. From February 2007 through July 2010 Dr. Adshead-Bell was a managing director and vice president at Haywood Securities, Inc. where she focused on advising clients and structuring both strategic transactions and capital raising transactions for companies in the mining and natural resources industries. Prior to working at Haywood Dr. Adshead-Bell worked as an analyst in the securities industry where she focused on companies in the mining and natural resources industries (serving as a sell side analyst at Dundee Securities Corp from April 2005 through February 2007 and serving as a buy side analyst at Sun Valley Gold LLC from May 2003 through April 2005). Dr. Adshead-Bell holds a Ph.D in Geology from James Cook University in Queensland, Australia.

Daniel J. Kunz: Mr. Kunz has more than 30 years of experience in international mining, engineering and construction, including, marketing, business development, management, accounting, finance and operations. Mr. Kunz is currently the President and CEO of U.S. Geothermal, Inc. (NYSE Amex: HTM and TSX: GTM) a company focused on renewable energy that is developing geothermal power projects in Oregon, Nevada, and Guatemala. Mr. Kunz served as Chairman of the Board of U.S. Cobalt Inc. until December 2004. He was senior vice president and Chief Operating Officer of Ivanhoe Mines Ltd. from 1997 until October 31, 2000, and served as its President, Chief Executive Officer and Director from November 1, 2000 until March 1, 2003. From March 2, 2003 until March 8, 2004, Mr. Kunz served as President and CEO of Jinshan Gold Mines Inc. Mr. Kunz was a founder of and directed the 1993 initial public offering of the NASDAQ listed MK Gold Company (President, Director & CEO) and for 17 years held executive positions with NYSE listed Morrison Knudsen Corporation (including Vice President & Controller). Mr. Kunz holds a Masters of Business Administration and a Bachelor of Science in Engineering Science. He is currently a director of two companies publicly traded on the TSX Venture Exchange (“TSX-V”), including Kenai Resources Ltd. and Chesapeake Gold Corp.

Robert J. Devers. Mr. Devers was appointed as the Company’s Chief Financial Officer in June 2007. Mr. Devers is a Certified Public Accountant in the state of Colorado and has over 25 years of experience in corporate finance, business operations, and financial reporting and controls. Prior to joining Metalline, he was Senior Director – Financial Analysis and Internal Audit of The Broe Companies Inc., a large privately held international company in the Denver area with investments in real estate, transportation, mining, and oil and gas exploration. He has also served as a corporate officer and financial executive for several privately-held and publicly traded companies. Earlier in his career, Mr. Devers spent three years in public accounting with a regional firm that specialized in publicly held companies in the oil and gas and mining sectors. Mr. Devers earned a Bachelor of Arts degree in Accounting from Western State College in 1985.

Timothy Barry. Mr. Barry was appointed as the Company’s Vice President Exploration in August 2010, and on February 25, 2011 was appointed as our President/Chief Executive Officer. Between 2006 and August 2010 Mr. Barry spent 5 years working as Chief Geologist in West and Central Africa for Dome. During this time, Mr. Barry managed all aspects of Dome's exploration programs, as well as overseeing the corporate compliance of Dome's various subsidiaries, and liaisons and community relations with the government and local population. Mr. Barry also served on the board of Directors for Dome. In 2005 Mr. Barry worked as a project geologist in Mongolia for Entree Gold, a company which has a significant stake in the world class Oyu Tolgoi. Between 1998 and 2005 Mr. Barry also worked as an exploration geologist for Ross River Minerals on its El Pulpo copper/gold project in Sinaloa, Mexico, and Canabrava Diamonds on its exploration programs in the James Bay lowlands in Ontario, Canada, and as a mine geologist for Homestake on the Plutonic Gold Mine in Western Australia. Mr. Barry has also worked as a mapping geologist for the Geological Survey of Canada in Coast Mountains, near Bella Coola in British Columbia Canada, and as a research assistant at the University of British Columbia examining the potential of CO2 sequestration in Canada using ultramafic rocks. Mr. Barry received a BSc from the University of Otago in Dundee New Zealand, and is a registered geologist (AusIMM). Mr. Barry also serves on the Board of Directors of Acme Resources, a junior exploration company listed on the Toronto Stock Exchange and is involved in several private technology companies that work in the data backup and insurance industry.

Board of Directors Composition

The Company's Board of Directors seeks to ensure that it is composed of members whose particular experience, qualifications, attributes, and skills, when taken together, will allow the Board of Directors to satisfy its oversight obligations effectively. The Company's Corporate Governance and Nominating Committee is charged with identifying, screening, and/or appointing persons to serve on the Board of Directors. In identifying Board candidates it is the Company's goal to identify persons who it believes have appropriate expertise and experience to contribute to the oversight of a company of the Company's nature while also reviewing other appropriate factors.

The Company believes that each of the persons standing for election to the Board of Directors at the Meeting have the experience, qualifications, attributes and skills when taken as a whole will enable the Board of Directors to satisfy its oversight responsibilities effectively. With regard to the Board nominees the following factors were among those considered that led to the Board's conclusion that each would make valuable contributions to the Board:

Brian Edgar: The determination was made that Mr. Edgar should serve on our Board of Directors in large part due to his extensive executive level experience working with junior and mid-size level natural resource companies, as well as his experience with and general knowledge of the capital markets.

Duncan Hsia: The determination was made that Mr. Hsia should serve on our Board of Directors in large part because of his knowledge and analytical experience with respect to public and private companies in the mining and commodities sectors.

Murray Hitzman: The determination was made that Dr. Hitzman should serve on the Board of Directors in large part because of extensive experience in the mining sector and experience as serving as a director of public companies with international projects.

Nicole Adshead-Bell: The determination was made that Dr. Adshead-Bell should serve on the Board of Directors primarily because of her significant amount of experience within the investment banking industry, and her focus on natural resources and mining companies.

Daniel Kunz: The Board believes that Mr. Kunz is qualified to serve as a director of the Company in large part based on his significant experience in international mining, engineering and construction projects, and his many years of senior management and director experience.

Timothy Barry: The Board believes that Mr. Barry is qualified to serve as a director of the Company because of his geological education and background, and his significant experience with junior and mid level natural resources companies.

Involvement in Certain Legal Proceedings

Except as set forth below, during the past ten years none of the persons serving as executive officers and/or directors of the Company has been the subject matter of any of the following legal proceedings that are required to be disclosed pursuant to Item 401(f) of Regulation S-K including: (a) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (b) any criminal convictions; (c) any order, judgment, or decree permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; (d) any finding by a court, the SEC or the CFTC to have violated a federal or state securities or commodities law, any law or regulation respecting financial institutions or insurance companies, or any law or regulation prohibiting mail or wire fraud; or (e) any sanction or order of any self-regulatory organization or registered entity or equivalent exchange, association or entity. Further, no such legal proceedings are believed to be

contemplated by governmental authorities against any director or executive officer.

9

Mr. Hahn served as an executive officer and director of Constellation Copper Corporation until June 2007. In December 2008 Constellation Copper filed for bankruptcy under the Bankruptcy and Insolvency Act of Canada.

Transactions with Related Persons

Pursuant to its charter our Audit Committee reviews and approves all related party transactions on an ongoing basis. The following sets out information regarding transactions between the Company and its officers, directors and significant shareholders since November 1, 2009.

Employment Agreements

Each of our current executive officers has entered into an employment agreement with the Company. The terms of the employment agreements between Messrs. Edgar, Devers, and Barry are described below under the heading "Executive Compensation".

Consulting Fees and Other Compensation Arrangements

Mr. Hahn served as our interim Chief Executive Officer and President pursuant to the terms of a consulting agreement. The terms of that consulting agreement are described below under the heading "Executive Compensation".

Office Lease

Since being elected to our Board of Directors in April 2010, the Company has paid the monthly lease for the office space utilized by Brian Edgar, our Executive Chairman. The Company pays \$10,000 per month under the lease.

Vehicle Purchase

In May 2010, Merlin Bingham (a former officer and director of the Company) purchased a vehicle from the Company for \$8,900. The vehicle was fully depreciated and the sales price was determined by the Chief Financial Officer based upon market research of comparable vehicles.

Severance Agreements

During the Company's 2010 fiscal year it entered into severance agreements with certain former executive officers. The terms of those severance agreements are described below under the heading "Executive Compensation".

Financial Advisory Fees

Prior to her appointment to the Board of Directors Dr. Adshead-Bell served as a managing director of Haywood Securities, Inc. until July 2010. Haywood Securities received advisory fees and commissions in conjunction with strategic transactions completed by the Company and its subsidiary Dome Ventures Corporation in April 2010. Dr. Adshead-Bell received approximately \$55,000 as a result of the payment of these fees.

Private Placement Transactions

Certain officers and directors of Dome participated in a private placement transaction that closed on December 22, 2009. Each of these Dome affiliates purchased Company units at \$0.46 per unit with each unit consisting of one share of Company common stock and one warrant, with each two warrants (which warrants terminated in accordance with their terms) being exercisable at \$0.57 per share. The Dome affiliates that participated in that private placement included Brian Edgar who invested \$460,000 in that private placement. At the time that this private placement transaction was closed, Dome was not yet a wholly owned subsidiary of the Company although the Company and Dome had entered into an agreement with respect to the Merger Transaction.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers and directors and persons who own more than 10% of the Company's outstanding Common Stock to file reports of ownership with the Securities and Exchange Commission ("SEC"). Directors, officers, and greater than 10% shareholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on a review of Forms 3, 4, and 5 and amendments thereto furnished to the Company during and for the Company's year ended October 31, 2010, and as of February 24, 2011 there were no directors, officers or more than 10% stockholders of the Company who failed to timely file a Form 3, 4 or 5.

Independence of the Board of Directors

As of February 24, 2011 the Company's Board of Directors consisted of Brian Edgar, Gregory Hahn, Wesley Pomeroy, Robert Kramer, Duncan Hsia, Nicole Adshead-Bell, and Murray Hitzman. Each of Messrs. Pomeroy, Kramer, Hsia and Hitzman and Ms. Adshead-Bell is considered "independent" as that term is defined in Section 803A of the NYSE Amex Company Guide.

With respect to the slate of directors being presented for election at the Meeting, the following persons qualify as "independent" under Section 803A of the NYSE Amex Company Guide: Duncan Hsia, Murray Hitzman, Nicole Adshead-Bell, and Daniel Kunz.

Board Leadership Structure

The Board does not have an express policy regarding the separation of the roles of Chief Executive Officer and Board Chairman as the Board believes it is in the best interests of the Company to make that determination based on the position and direction of the Company and the membership of the Board. Until April 2010 Merlin Bingham served as the Company's Chief Executive Officer and Chairman, however, since April 16, 2010 different persons have served in those positions. Currently, Brian Edgar is the Company's Chairman, while Timothy Barry serves as the Company's Chief Executive Officer. The Board believes that this leadership structure is appropriate as Mr. Barry and Mr. Edgar bring complimenting attributes to the Company's business operations and strategic plans, and generally are focused on somewhat different aspects of the Company's operations. Mr. Barry with his geological background and experience has a greater depth of knowledge regarding the Company's exploration activities, while Mr. Edgar has a significant amount of experience with mid-sized and junior level exploration /mining companies and the Canadian capital markets.

Board's Role in Risk Oversight

Company management is charged with the day-to-day management of risks the Company faces. However, the Board of Directors, directly and through its committees, is actively involved in the oversight of the Company's risk management policies. The Audit Committee is charged with overseeing enterprise risk management, generally, and with reviewing and discussing with management the Company's major risk exposures (whether financial, operating or otherwise) and the steps management has taken to monitor, control and manage these exposures, including the Company's risk assessment and risk management guidelines and policies. The Audit Committee reports to the Board of Directors regarding the foregoing matters, and the Board of Directors ultimately approves any changes in corporate policies, including those pertaining to risk management. Additionally, the Compensation Committee oversees the Company's compensation policies generally in part to determine whether they create risks that are reasonably likely to have a material adverse effect on the Company. The Audit Committee and the Compensation Committee correspond with, and report to, management and to the Board.

Meetings of the Board and Committees

Board of Directors

The Company's Board of Directors held twenty-four meetings during the Company's fiscal year ended October 31, 2010, and five additional meeting through February 24, 2011. Such meetings consisted of both actions taken by the unanimous written consent of the directors live meetings at which the directors were present in person or by telephone. All of the Company's directors attended at least 75% of the Board meetings conducted during the fiscal year ended October 31, 2010. The Company does not have a formal policy with regard to board members' attendance at annual meetings, but encourages them to attend shareholder meetings.

Audit Committee

The Company has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The following persons served on our Audit Committee as of February 24, 2011: Robert Kramer, Wesley Pomeroy, and Duncan Hsia. Mr. Kramer is the financial expert for the Audit Committee.

The Audit Committee held four meetings during the fiscal year ended October 31, 2010 and has subsequently held one meeting. Additionally, the Audit Committee acted by unanimous written consent once during the year ended October 31, 2011. All of the members attended the meetings in person or by telephone. The Board of Directors has adopted a written charter for the Audit Committee. The Audit Committee charter is available on our website at

www.metallinemining.com.

12

The following constitutes the report the Audit Committee has made to the Board of Directors and, when read in connection with the Audit Committee Charter, generally describes the functions performed by the Audit Committee:

REPORT OF THE AUDIT COMMITTEE
To the Board of Directors of Metalline Mining Company

Management is responsible for our internal controls and the financial reporting process. The independent accountants are responsible for performing an independent audit of our financial statements in accordance with generally accepted auditing standards and to issue a report on our financial statements. Our responsibility is to monitor and oversee those processes. We hereby report to the Board of Directors that, in connection with the financial statements for the year ended October 31, 2010, we have:

- reviewed and discussed the audited financial statements with management and the independent accountants;
- discussed with the independent accountants the matters required to be discussed by SAS 61 (Codification of Statements on Auditing Standards, AU section 380), as modified by SAS 89 and SAS 90; and
- received the written disclosures and the letter from the independent accountants required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No.1, Independence Discussions with Audit Committees), as may be modified or supplemented, and discussed with the independent accountant the accountant's independence.

Based on the discussions and our review described above, we recommended to the Board of Directors that the audited financial statements for the year ended October 31, 2010 be included in the Company's Annual Report on Form 10-K for the year ended October 31, 2010 which is being provided contemporaneously with this Proxy Statement.

Respectfully submitted,
The Audit Committee of Metalline Mining Company
Robert Kramer, Chair
Wesley Pomeroy, Member
Duncan Hsia, Member

Compensation Committee

As of February 24, 2011 the Company's Compensation Committee consisted of: Wesley Pomeroy (who serves as Chair of the Committee), Duncan Hsia, and Murray Hitzman. The Compensation Committee was in regular communication throughout the 2010 fiscal year and acted by unanimous written consent eight times during the fiscal year ended October 31, 2010.

Duties of the Compensation Committee include reviewing and making recommendations regarding compensation of executive officers and determining the need for and the appropriateness of employment agreements for senior executives. This includes the responsibility: (1) to determine, review and approve on an annual basis the corporate goals and objectives with respect to compensation for the senior executives; and (2) to evaluate at least once a year the performance of the senior executives in light of the established goals and objectives and, based upon these evaluations, to determine the annual compensation for each, including salary, bonus, incentive and equity compensation. The Compensation Committee has authority to retain such compensation consultants, outside counsel and other advisors as the Committee in its sole discretion deems appropriate. The Committee may also invite the executive officers and other members of management to participate in their deliberations, or to provide information to the Committee for its consideration with respect to such deliberations, except that the chief executive officer may not be present for the deliberation of or the voting on compensation for the chief executive officer. The chief executive officer may, however, be present for the deliberation of or the voting on compensation for any other officer.

The Compensation Committee also has the authority and responsibility: (1) to review the fees paid to independent directors for service on the board of directors and its committees, and make recommendations to the board with respect thereto (however disinterested members of the board ultimately determine the fees paid to the independent directors); and (2) to review Metalline's incentive compensation and other stock-based plans and recommend changes in such plans to the board as needed.

Our Compensation Committee's charter was adopted by the Board of Directors on May 1, 2006 and amended on December 5, 2006. The charter is available on our web site at www.metallineminig.com.

Compensation Committee Interlocks and Insider Participation

Mr. Hahn served on the Company's Compensation Committee until July 1, 2010 when he was appointed as the Company's interim Chief Executive Officer and President. At that time he was replaced on the committee by Murray Hitzman. Except for Mr. Hahn, none of the members of our Compensation Committee served as an employee of the Company during the fiscal year ended October 31, 2010 (or subsequently). No current member of Compensation Committee formerly served as an officer of the Company, and none of the current members of the Compensation Committee members have entered into a transaction with the Company in which they had a direct or indirect interest that is required to be disclosed pursuant to Item 404 of Regulation S-K.

Corporate Governance and Nominating Committee

The Company's Corporate Governance and Nominating Committee consists of: Wesley Pomeroy (who serves as Chair of the Committee), Robert Kramer, and Duncan Hsia. Duties of the Corporate Governance and Nominating Committee include oversight of the process by which individuals may be nominated to our Board of Directors. Our Corporate Governance and Nominating Committee's charter was adopted by the Board of Directors on May 1, 2006 and amended on July 7, 2006, and is available on our web site at www.metallineminig.com.

The functions performed by the Corporate Governance and Nominating Committee include identifying potential directors and making recommendations as to the size, functions and composition of the Board and its committees. In making nominations, our Corporate Governance and Nominating Committee is required to submit candidates who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the shareholders.

The Corporate Governance and Nominating Committee will consider nominees proposed by our shareholders. To recommend a prospective nominee for the Corporate Governance and Nominating Committee's consideration, you may submit the candidate's name by delivering notice in writing to Metalline Mining Company, c/o Theresa M. Mehringer, Esq., Burns, Figa and Will, P.C., 6400 S. Fiddlers Green Circle, Suite 1000, Greenwood Village, CO 80111.

A shareholder nomination submitted to the Corporate Governance and Nominating Committee must include at least the following information (and can include such other information the person submitting the recommendation desires to include), and must be submitted to the Company by the date mentioned in the most recent proxy statement under the heading "Proposal From Shareholders" as such date may be amended in cases where the annual meeting has been changed as contemplated in SEC Rule 14a-8(e), Question 5:

- (i). The name, address, telephone number, fax number and e-mail address of the person submitting the recommendation;
- (ii). The number of shares and description of the Company voting securities held by the person submitting the nomination and whether such person is holding the shares through a brokerage account (and if so, the name of the broker-dealer) or directly;
- (iii). The name, address, telephone number, fax number and e-mail address of the person being recommended to the nominating committee to stand for election at the next annual meeting (the "proposed nominee") together with information regarding such person's education (including degrees obtained and dates), business experience during the past ten years, professional affiliations during the past ten years, and other relevant information.
- (iv). Information regarding any family relationships of the proposed nominee as required by Item 401(d) of SEC Regulation S-K.
- (v). Information whether the proposed nominee or the person submitting the recommendation has (within the ten years prior to the recommendation) been involved in legal proceedings of the type described in Item 401(f) of SEC Regulation S-K (and if so, provide the information regarding those legal proceedings required by Item 401(f) of Regulation S-K).

- (vi). Information regarding the share ownership of the proposed nominee required by Item 403 of Regulation S-K.
- (vii). Information regarding certain relationships and related party transactions of the proposed nominee as required by Item 404 of Regulation S-K.
- (viii). The signed consent of the proposed nominee in which he or she: (a) consents to being nominated as a director of the Company if selected by the nominating committee; (b) states his or her willingness to serve as a director if elected for compensation not greater than that described in the most recent proxy statement; (c) states whether the proposed nominee is "independent" as defined by Section 803A of the NYSE Amex Company Guide; and (d) attests to the accuracy of the information submitted pursuant to paragraphs (i) through (vii), above.

Although the information may be submitted by fax, e-mail, mail, or courier, the Corporate Governance and Nominating Committee must receive the proposed nominee's signed consent, in original form, within ten days of making the nomination.

When the information required above has been received, the Corporate Governance and Nominating Committee will evaluate the proposed nominee based on the criteria described below, with the principal criteria being the needs of the Company and the qualifications of such proposed nominee to fulfill those needs.

The process for evaluating a director nominee is the same whether a nominee is recommended by a shareholder or by an existing officer or director. The Corporate Governance and Nominating Committee will:

- (1) Establish criteria for selection of potential directors, taking into consideration the following attributes which are desirable for a member of our Board of Directors: leadership; independence; interpersonal skills; financial acumen; business experiences; industry knowledge; and diversity of viewpoints. The Corporate Governance and Nominating Committee will periodically assess the criteria to ensure it is consistent with best practices and the goals of the Company.
- (2) Identify individuals who satisfy the criteria for selection to the Board and, after consultation with the Chairman of the Board, make recommendations to the Board on new candidates for Board membership.
- (3) Receive and evaluate nominations for Board membership which are recommended by existing directors, corporate officers, or shareholders in accordance with policies set by the Corporate Governance and Nominating Committee and applicable laws.

The Corporate Governance and Nominating Committee held four meeting by unanimous written consent during the year ended October 31, 2011, and has taken action by unanimous consent once during the current fiscal year. On February 22 and 25, 2011 the Corporate Governance and Nominating Committee nominated: Brian Edgar, Timothy Barry Nicole Adshead-Bell, Daniel Kunz, Duncan Hsia and Murray Hitzman to stand for election at the Meeting. The Company has not engaged the services of or paid a fee to any third party or parties to identify or evaluate or assist in identifying or evaluating potential nominees.

Shareholder Communication with the Board of Directors

The Company values the views of its shareholders (current and future shareholders, employees and others). Accordingly, the Board of Directors established a system through its Audit Committee to receive, track and respond to communications from shareholders addressed to the Company's Board of Directors or to its Non-Management Directors. Any shareholder who wishes to communicate with the Board of Directors or the Non-Management Directors may write to:

Metalline Mining Company
Attention: Audit Committee Chair
885 West Georgia Street, Suite 2200
Vancouver, B.C. V6C 3E8

The chair of the Audit Committee is the Board Communications Designee. He will review all communications and report on the communications to the chair of the Corporate Governance and Nominating Committee, the full Board or the Non-Management Directors as appropriate. The Board Communications Designee will take additional action or respond to letters in accordance with instructions from the relevant Board source.

EXECUTIVE COMPENSATION

Compensation and other Benefits of Executive Officers

The following table sets out the compensation received for the fiscal years October 31, 2010 and 2009 in respect to each of the individuals who served as the Company's chief executive officer at any time during the last fiscal year, as well as the Company's most highly compensated executive officers.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Fiscal Year	Salary		Stock Awards		Option Awards		All Other Compensation		Total
		(\$)	(3)	(\$)	(3)	(\$) (1)	(4)	(\$)	(2)	(\$)
Merlin Bingham, Former Chief Executive Officer and President (2)	2010	\$ 123,500	(3)	\$ -	(3)	\$ 92,540	(4)	\$ 370,500	(2)	\$ 586,540
	2009	247,000	(3)	-	(3)	47,091	(5)	-	(2)	294,091
Gregory Hahn Interim Chief Executive Officer and President (6)	2010	\$ -	(6)	\$ 23,184	(6)	\$ 184,127	(7)	\$ 84,000	(8)	\$ 291,311
	2009	-	(6)	15,444	(6)	13,732	(9)	\$ 36,000	(10)	65,176
Roger Kolvoord Former Executive Vice President (11)	2010	\$ 130,667	(12)	\$ -	(12)	\$ -	(12)	\$ 317,333	(11)	\$ 448,000
	2009	224,000	(12)	-	(12)	42,722	(13)	-	(11)	266,722
Robert Devers	2010	\$ 165,000	(14)	\$ -	(14)	-	(14)	-	(14)	-