

**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.
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    - (2) Form, Schedule or Registration Statement no.:
    - (3) Filing Party:
    - (4) Date Filed:
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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

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

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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

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

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PROXY STATEMENT  
ANNUAL MEETING OF SHAREHOLDERS  
APRIL 20, 2011

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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.

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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.

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(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 Ore