

METALLINE MINING CO  
Form S-4/A  
March 05, 2010

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As filed with the U.S. Securities and Exchange Commission on March 5, 2010

Registration No. 333-164592

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form S-4/A No. 1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

METALLINE MINING COMPANY  
(Exact name of registrant as specified in its charter)

Nevada	1000	91-1766677
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

1330 E. Margaret Avenue  
Coeur d'Alene, ID 83815  
(208) 665-2002  
(Address, including ZIP code, and telephone number,  
including area code, of registrant's principal executive offices)

Merlin Bingham, Chief Executive Officer  
Metalline Mining Company  
1330 E. Margaret Avenue  
Coeur d'Alene, ID 83815  
(208) 665-2002  
(Name, address, including ZIP code, and telephone number,  
including area code, of agent for service)

Copy to:

Theresa M. Mehringer, Esq.  
Burns, Figa & Will, P.C.  
6400 S. Fiddlers Green Circle, Suite 1000  
Greenwood Village, Colorado 80111  
USA

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed joint proxy statement/prospectus.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
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If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

- Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
-

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common stock, par value \$0.01 per share	47,724,561(1)	\$0.64(2)	\$30,543,719(3)	\$2,178 (4)

(1) Represents the maximum number of shares of the Registrant's common stock to be issued in connection with the merger described herein. The number of shares of common stock is based on the number of shares of Dome Ventures Corporation common stock outstanding.

(2) Calculated pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low trading prices on January 25, 2010, as reported by the NYSE AMEX.

(3) Estimated solely for the purpose of computing the registration fee in accordance with Rules 457(c) under the Securities Act.

(4) Calculated pursuant to Rule 457(o) under the Securities Act. Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$71.30 per \$1,000,000 of the proposed maximum aggregate offering price. The Registration Fee was paid with the original filing.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the Registration Statement shall become effective on such dates as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

March \_\_\_\_, 2010

Joint Proxy Statement/Prospectus

**MERGER PROPOSAL — YOUR VOTE IS VERY IMPORTANT**

The Board of Directors of Metalline Mining Company and the Board of Directors of Dome Ventures Corporation have agreed to a strategic combination of their two companies under the terms of the Agreement and Plan of Merger and Reorganization, dated as of December 4, 2009. Upon completion of the merger, Dome will become a wholly owned subsidiary of Metalline.

If the merger is completed, Dome stockholders will receive a fixed ratio of approximately 0.96882 shares of Metalline common stock for each share of Dome common stock that they own. This exchange ratio may fluctuate slightly based upon number of outstanding shares of Dome at closing, but will not be adjusted to reflect stock price changes prior to the closing of the merger. Based on the closing price of Metalline common stock on the NYSE AMEX on November 12, 2009, the last trading day before public announcement of the merger, the exchange ratio represented approximately \$0.57 in value for each share of Dome common stock. Based on such price on March 9, 2010, the last trading day before the date of this joint proxy statement/prospectus, the 0.96882 exchange ratio represented approximately \$\_\_\_\_\_ in value for each share of Dome common stock. Metalline stockholders will continue to own their existing Metalline shares.

Based on the estimated number of shares of Metalline and Dome common stock to be outstanding immediately prior to the closing of the merger, we estimate that upon such closing, current Metalline stockholders will own approximately 53% of the combined company and former Dome stockholders will own approximately 47% of the combined company. Metalline common stock is traded on the NYSE AMEX under the symbol MMG, and Dome common stock is traded on the TSX Venture Exchange under the symbol DV.U. Upon the closing of the merger, Metalline and Dome expect that Metalline's common stock will be listed on the TSX Venture Exchange.

At the special meeting in lieu of an annual meeting of Metalline stockholders, Metalline stockholders will be asked to vote on the issuance of Metalline common stock to Dome stockholders in the merger. Additionally, Metalline stockholders will be asked to (i) approve an amendment to the Articles of Incorporation of Metalline to increase the number of authorized shares of Metalline common stock; (ii) approve the adoption of the 2010 Stock Option and Stock Bonus Plan; (iii) elect the slate of directors nominated by the current Board of Directors; and (iv) to ratify the appointment of Hein & Associates LLP. At the special meeting of Dome stockholders, Dome stockholders will be asked to vote on the approval of the merger agreement.

We cannot complete the merger unless the stockholders of both companies approve the respective proposals related to the merger. Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend your special meeting in person, please vote your shares as promptly as possible so that your shares may be represented and voted at the Metalline or Dome special meeting, as applicable. If you are a Metalline stockholder, please note that a failure to vote your shares may result in a failure to establish a quorum for the Metalline special meeting. If you are a Dome stockholder, please note that a failure to vote your shares has the same effect as a vote against the merger.



The Metalline Board of Directors recommends that the Metalline stockholders vote “FOR” the proposal to issue shares of Metalline common stock in the merger; “FOR” the proposal to amend the Metalline Articles of Incorporation; “FOR” the proposal to adopt the 2010 Stock Option and Stock Bonus Plan; “FOR” the election of the Board of Directors' slate of nominees; and “FOR” the ratification of Hein & Associates LLP as our independent registered accounting firm.

The Dome Board of Directors recommends that the Dome stockholders vote “FOR” the proposal to approve the merger agreement.

The obligations of Metalline and Dome to complete the merger are subject to the satisfaction or waiver of several conditions. More information about Metalline, Dome and the merger is contained in this joint proxy statement/prospectus. You should read this entire joint proxy statement/prospectus carefully, including the section entitled “Risk Factors” beginning on page \_\_.

We look forward to the successful combination of Metalline and Dome.

Sincerely,

Merlin Bingham  
Chairman and President  
Metalline Mining Company

Brian D. Edgar  
President, Chief Executive Officer and  
Director  
Dome Ventures Corporation

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined that this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated March 10, 2010 and is first being mailed to the respective stockholders of Metalline and Dome on or about March 12, 2010.

## ABOUT THIS DOCUMENT

This document, which forms part of a registration statement on Form S-4 filed with the U.S. Securities and Exchange Commission, which is referred to herein as the SEC, by Metalline (File No. 333-164592), constitutes a prospectus of Metalline under Section 5 of the Securities Act of 1933, as amended, which is referred to as the Securities Act, with respect to the shares of Metalline common stock to be issued to Dome stockholders in the merger.

This document also constitutes a notice of meeting and a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, which is referred to as the Exchange Act, with respect to the Metalline special meeting in lieu an annual of stockholders, at which Metalline stockholders will be asked to consider and vote upon certain proposals, including a proposal to approve the issuance of shares of Metalline common stock to Dome stockholders in the merger.

This document also constitutes a notice of meeting and management information circular prepared for the Dome stockholders in accordance with the disclosure requirements under Canadian securities laws with respect to the Dome special meeting of stockholders, at which Dome stockholders will be asked to consider and vote upon a proposal to approve and adopt the merger agreement.

METALLINE MINING COMPANY  
1330 E. Margaret Ave  
Coeur d'Alene, ID 83815  
(208) 665-2002

NOTICE OF SPECIAL MEETING IN LIEU OF AN ANNUAL MEETING OF METALLINE STOCKHOLDERS  
To Be Held On April 15, 2010

Dear Stockholders of Metalline Mining Company:

We are pleased to invite you to attend a special meeting in lieu of an annual meeting of stockholders of Metalline Mining Company, a Nevada corporation ("Metalline"), which will be held at the offices of Metalline's counsel, Burns Figa & Will, P.C., at 6400 S. Fiddlers Green Circle, Suite 1000, Greenwood Village, Colorado 80111 on April 15, 2010, at 10:00 a.m. Mountain Time for the following purposes:

- to vote on a proposal to approve the issuance of Metalline common stock, par value \$0.01 per share, in connection with the merger contemplated by the Agreement and Plan of Merger and Reorganization, dated as of December 4, 2009, by and among Dome Ventures Corporation, Metalline and Metalline Mining Delaware, Inc. a wholly owned subsidiary of Metalline;
- to vote on a proposal to amend the Articles of Incorporation of Metalline to increase the authorized number of shares of Metalline common stock from 160,000,000 to 300,000,000;
  - to vote on a proposal to approve and adopt the Metalline 2010 Stock Option and Stock Bonus Plan;
  - to vote on the election of the slate of director nominees; and
- to ratify the appointment of Hein & Associates LLP as our independent registered public accounting firm.

Metalline will transact no other business at the meeting except such business as may properly be brought before the stockholders' meeting or any adjournment or postponement of it. Please refer to the remainder of the joint proxy statement/prospectus of which this notice is a part for further information with respect to the business to be transacted at the Metalline stockholders' meeting.

Holders of shares of Metalline common stock at the close of business on March 9, 2010, which is the record date, are entitled to vote at the meeting and any adjournment or postponement thereof. The presence, in person or by proxy, of holders of one-third of the shares of common stock outstanding as of the record date constitute a quorum for the transaction of business at the meeting.



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The issuance of Metalline common stock to Dome stockholders, the approval of the Metalline 2010 Stock Option and Stock Bonus Plan, and ratification of the appointment of Hein & Associates LLP will each be approved if a majority of the votes cast on each such proposal vote in favor of such proposal. The amendment to Metalline's Articles of Incorporation will be approved if a majority of the number of votes entitled to be cast on the proposal vote in favor of the proposal. As to the election of directors, a stockholder may vote for the election of each of the nominees proposed by the Board, or may vote 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 broker non-votes.

Completion of the merger is conditioned on approval of the issuance of Metalline common stock in the merger. The election of Mr. Brian Edgar and Dr. Murray Hitzman to the Board is conditioned on completion of the merger.

Your vote is important. Whether or not you expect to attend in person, we urge you to authorize a proxy to vote your shares as promptly as possible by signing and returning your proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Metalline special meeting. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished by your bank, broker or other nominee.

By Order of the Board of Directors

Merlin Bingham  
President and Chairman  
March 10, 2010

Dome Ventures Corporation

Suite 2200, 885 West Georgia Street  
Vancouver, BC V6C 3E8  
(604) 687-5800

NOTICE OF SPECIAL MEETING OF DOME STOCKHOLDERS  
To Be Held On April 14, 2010

Dear Stockholders of Dome Ventures Corporation:

We are pleased to invite you to attend a special meeting of stockholders of Dome Ventures Corporation (“Dome”), which will be held at our offices at Suite 2200, 885 West Georgia Street, Vancouver, BC, Canada on April 14, 2010, at 10:00 a.m. Pacific Time for the following purposes:

- to consider, and if thought advisable, to approve the Agreement and Plan of Merger and Reorganization, dated as of December 4, 2009, by and among Dome, Metalline Mining Company and Metalline Mining Delaware, Inc., a wholly owned subsidiary of Metalline Mining Company; and
- to approve an adjournment of the Dome special meeting, if necessary, including to solicit additional proxies if there are not sufficient votes for the proposal to approve the merger.

Dome will transact no other business at the special meeting. This notice is accompanied by a document referred to as a “joint proxy statement/prospectus” which constitutes a management information circular prepared for the Dome stockholders in accordance with the disclosure requirements applicable under Canadian securities laws. Please refer to the joint proxy statement/prospectus for further information with respect to the business to be transacted at the Dome special meeting.

Only shareholders of record at the close of business on March 9, 2010 will be entitled to receive notice of, and to vote at, the meeting or any adjournment thereof. Registered shareholders who are unable to or who do not wish to attend the meeting in person are requested to date and sign the enclosed Proxy form promptly and return it in the self-addressed envelope enclosed for that purpose or by facsimile. To be used at the meeting, proxies must be received by Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Canada (Fax: 1-866-249-7775 [within North America] or (416) 263-9524 [outside North America]) by mail or fax no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the meeting, or any adjournment thereof, or may be accepted by the chairman of the meeting prior to the commencement of the meeting. If a registered shareholder receives more than one Proxy form because such shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned.

Approval of the merger requires the affirmative vote of at least a majority of the votes entitled to be cast by holders of outstanding common stock of Dome.

Your vote is important. Whether or not you expect to attend in person, we urge you to authorize a proxy to vote your shares as promptly as possible by (1) accessing the Internet website specified on your proxy card; (2) calling the toll-free number specified on your proxy card; or (3) signing and returning your proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Dome special meeting. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished by your bank, broker or other nominee.

Your Board of Directors recommends a vote “FOR” the merger agreement.

By Order of the Board of Directors

Brian D. Edgar  
President, Chief Executive Officer and Director  
March 10, 2010

ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Metalline and Dome from other documents that are not included in or delivered with this joint proxy statement/prospectus. These documents are available on SEDAR at [www.sedar.com](http://www.sedar.com) under the reports and documents filed by Dome. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus with respect to Dome on SEDAR at [www.sedar.com](http://www.sedar.com) and with respect to Metalline on EDGAR at [www.sec.gov](http://www.sec.gov) or by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Metalline Mining Company  
1330 E. Margaret Ave  
Coeur d'Alene, ID 83815  
(208) 665-2002  
Attn: Investor Relations

Dome Ventures Corporation  
Suite 2200, 885 West Georgia Street  
Vancouver, BC V6C 3E8  
(604) 687-5800  
Attn: Investor Relations

Investors may also consult Metalline's or Dome's website for more information about Metalline or Dome, respectively. Metalline's website is [www.metallineminning.com](http://www.metallineminning.com). Dome's website is [www.domeventures.com](http://www.domeventures.com). Information included on these websites is not incorporated by reference into this joint proxy statement/prospectus.

For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see "Where You Can Find More Information" beginning on page \_\_\_\_.

ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the U.S. Securities and Exchange Commission (the “SEC”) by Metalline, constitutes a prospectus of Metalline under Section 5 of the Securities Act of 1933, as amended (the “Securities Act”), with respect to the Metalline common stock to be issued to Dome stockholders in the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement of both Metalline and Dome under Section 14(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). It also constitutes a notice of meeting with respect to the special meeting in lieu of annual meeting of Metalline stockholders. Further, this document constitutes a notice of meeting and management information circular prepared for the Dome stockholders in accordance with the disclosure requirements under Canadian securities laws.

You should rely only on the information contained or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated March 10, 2010. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy statement/prospectus to Metalline stockholders or Dome stockholders nor the issuance by Metalline of common stock in connection with the merger will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding Metalline has been provided by Metalline and information contained in this joint proxy statement/prospectus regarding Dome has been provided by Dome unless otherwise noted herein.

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## QUESTIONS AND ANSWERS

Following are some questions that you, as a stockholder of either Metalline or Dome, may have regarding the merger and the other matters being considered at the meetings and the answers to those questions. Metalline and Dome urge you to read carefully the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the meetings. Additional important information is also contained in the Annexes to and the documents incorporated by reference into this joint proxy statement/prospectus. All references in this joint proxy statement/prospectus to “Metalline” refer to Metalline Mining Company, a Nevada corporation; all references in this joint proxy statement/prospectus to “Dome” refer to Dome Ventures Corporation, a Delaware corporation; all references in this joint proxy statement/prospectus to “Merger Sub” refer to Metalline Mining Delaware, Inc., a Delaware corporation and a direct wholly owned subsidiary of Metalline; unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to “we”, “our” and “us” refer to Metalline and Dome collectively; and all references to the “merger agreement” refer to the Agreement and Plan of Merger and Reorganization, dated as of December 4, 2009, by and among Dome, Metalline and Merger Sub. Metalline following completion of the merger is sometimes referred to in this joint proxy statement/prospectus as the “combined company”.

Q: Why am I receiving this joint proxy statement/prospectus?

A: Metalline and Dome have agreed to combine under the terms of a merger agreement that is described in this joint proxy statement/prospectus.

In order to complete the merger (among other things):

- Metalline stockholders must approve the issuance of shares of Metalline common stock in connection with the merger;
- Dome stockholders must approve the merger agreement.

Metalline stockholders are also being asked to approve an amendment to Metalline’s Articles of Incorporation to increase the authorized number of shares of Metalline common stock from 160,000,000 to 300,000,000, to approve and adopt the Metalline 2010 Stock Option and Stock Bonus Plan, to vote on the election of the director nominees, and to ratify the appointment of Metalline’s auditors.

Metalline and Dome will hold separate meetings to obtain these approvals. This joint proxy statement/prospectus contains important information about the merger and the meetings of the respective stockholders of Metalline and Dome, and you should read it carefully.

Your vote is important. You do not need to attend the special meetings in person to vote. We encourage you to vote as soon as possible.

Q: What will I receive in the merger?

A: If the merger is completed, holders of Dome common stock will receive, for each share of Dome common stock outstanding immediately prior to the merger, approximately 0.96882 shares of Metalline common stock. The exact number of Metalline shares issued to Dome stockholders will be determined based upon the number of outstanding shares of Dome at closing. Upon completion of the merger, Metalline will issue a fixed total of 47,724,561 shares of its common stock to the holders of Dome common stock. The exact exchange ratio of Metalline shares issued to Dome stockholders on a per share basis will be determined pursuant to the merger agreement by dividing 47,724,561 by the number of shares of Dome common stock outstanding immediately prior to the merger. As of the date hereof, there are 20,249,513 shares of Dome outstanding. Taking into account the automatic exercise of the special warrants issued by Dome in connection with the proposed merger on January 11, 2010, Dome expects the per share exchange ratio to be 0.96882 shares of Metalline common stock issued for each outstanding share of Dome common stock. This per share exchange ratio assumes that none of Dome's common share purchase warrants outstanding on the date hereof will be exercised prior to the merger. In addition, as of the date hereof, all outstanding options of Dome have been exercised or expired and Dome does not expect to issue any additional options prior to the merger.

Dome stockholders will not receive any fractional shares of Metalline common stock in the merger. Instead, if the aggregate number of shares of Metalline common stock that a holder of Dome common stock is entitled to receive in the merger is (i) a fractional share representing 0.5 or more of a share, the number of shares of Metalline common stock such holder is entitled to receive will be rounded up to the next whole number or (ii) a fractional share representing less than 0.5 of a share, the number of shares of Metalline common stock such holder is entitled to receive will be rounded down to the next whole number and no additional compensation will be paid in respect of such fractional share.

Metalline stockholders will not receive any merger consideration and will continue to hold their shares of Metalline common stock.

Q: What is the value of the merger consideration?

A: Because Metalline will issue a fixed number of shares of Metalline common stock in exchange for each share of Dome common stock, the value of the merger consideration that Dome stockholders will receive will depend on the price per share of Metalline common stock at the time the merger is completed. That price will not be known at the time of the stockholder meetings and may be less than the current price or the price at the time of the stockholder meetings.

Q: When and where will the special meetings be held?

A: The Metalline special meeting in lieu of an annual meeting will be held at the offices of its legal counsel, Burns Figa & Will, P.C., at 6400 S. Fiddlers Green Circle, Suite 1000, Greenwood Village, Colorado 80111, on April 15, 2010, at 10:00 a.m. Mountain Time. The Dome special meeting will be held at Suite 2200, 885 West Georgia Street, Vancouver, BC V6C 3E8, on April 14, 2010, at 10:00 a.m. Pacific Time.

Q: How do I vote?

A: If you are a stockholder of record of Metalline as of the close of business on the record date for the Metalline special meeting, you may vote in person by attending your stockholder meeting or, to ensure your shares are represented at the meeting, you may authorize a proxy to vote by signing and returning your proxy card in the postage-paid envelope provided. If you are a stockholder of record of Dome as of the close of business on the record date for the Dome special meeting, you may vote in person by attending your stockholder meeting or, to ensure your shares are represented at the meeting, you may authorize a proxy to vote by:

- accessing the Internet website specified on your proxy card;
- calling the toll-free number specified on your proxy card; or
- signing and returning your proxy card in the postage-paid envelope provided.

If you hold Metalline shares or Dome shares in “street name” through a stock brokerage account or through a bank or other nominee, please follow the voting instructions provided by your broker, bank or other nominee to ensure that your shares are represented at your special meeting.

Q: My shares are held in “street name” by my broker. Will my broker automatically vote my shares for me?

A: No. If your shares are held in the name of a broker, bank or other nominee, you are considered the “beneficial holder” of the shares held for you in what is known as “street name.” You are not the “record holder” of such shares. If this is the case, this joint proxy statement/prospectus has been forwarded to you by your broker, bank or other nominee. As the beneficial holder, unless your broker, bank or other nominee has discretionary authority over your shares, you generally have the right to direct your broker, bank or other nominee as to how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal on which your broker, bank or other nominee does not have discretionary authority. This is often called a “broker non-vote”.

Please follow the voting instructions provided by your broker, bank or other nominee so that they may vote your shares on your behalf. Please note that you may not vote shares held in street name by returning a proxy card directly to Metalline or Dome or by voting in person at your stockholder meeting unless you first provide a proxy from your broker, bank or other nominee.



If you are a Metalline stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares, your broker, bank or other nominee will not vote your shares on any matter over which they do not have discretionary authority. Such a broker non-vote will have no effect on the vote on any of the Metalline proposals, assuming a quorum is present.

If you are a Dome stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares, your broker, bank or other nominee will not vote your shares on any matter over which they do not have discretionary authority. Such a broker non-vote will have the effect of a vote against the merger agreement.

Q: Who is entitled to vote at the Metalline and Dome special meetings?

A:Metalline: Metalline has fixed March 9, 2010 as the record date for the Metalline stockholder meeting. If you were a Metalline stockholder at the close of business on such date, you are entitled to vote on matters that come before the Metalline stockholder meeting.

A:Dome: Dome has fixed March 9, 2010 as the record date for the Dome stockholder meeting. If you were a Dome stockholder at the close of business on such date, you are entitled to vote on matters that come before the Dome stockholder meeting.

Q: How many votes do I have?

A:Metalline: You are entitled to one vote for each share of Metalline common stock that you owned as of the close of business on the Metalline record date. As of the close of business on the Metalline record date, there were approximately 55,366,829 outstanding shares of Metalline common stock.

A:Dome: You are entitled to one vote for each share of Dome common stock that you owned as of the close of business on the Dome record date. As of the close of business on the Dome record date, there were approximately 20,249,513 outstanding shares of Dome common stock.

Q: What vote is required to approve each proposal?

A: Metalline: The issuance of Metalline common stock to Dome stockholders, the approval of the Metalline 2010 Stock Option and Stock Bonus Plan, and the ratification of the appointment of Hein & Associates LLP will each 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 have no effect.

The amendment to Metalline's Articles of Incorporation will be approved if the number of votes cast in favor of the proposal exceeds a majority of the number of votes entitled to be cast on the proposal. Votes to abstain and broker non-votes will have the effect of a vote against this proposal.

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The election of directors will be by plurality of votes cast, without respect to withheld votes for a nominee. Broker non-votes will have no effect. The election of director nominees Edgar and Hitzman is conditioned on completion of the merger.

A:Dome: The proposal at the Dome special meeting to approve the merger requires the affirmative vote of at least a majority of the votes entitled to be cast by holders of outstanding common stock of Dome as of the close of business on the record date of the Dome special meeting. Failures to vote, votes to abstain and broker non-votes will have the effect of a vote against the merger proposal.

Q: What will happen if I fail to vote or I abstain from voting?

A:Metalline: If you are a Metalline stockholder and fail to vote, mark your proxy or voting instructions to abstain or fail to instruct your broker, bank or other nominee to vote, it will have no effect on any of the Metalline proposals, except for the amendment to the Articles of Incorporation, in which case it will have the effect of a vote against the proposal. However, if you mark your proxy or voting instructions to withhold your vote on the election of any of the directors, it will have no effect on the election of each such director.

A:Dome: If you are a Dome stockholder and fail to vote, fail to instruct your broker, bank or other nominee to vote, or mark your proxy or voting instructions to abstain, it will have the effect of a vote against the proposal to approve the merger.

Q: What will happen if I return my proxy card without indicating how to vote?

A:If you are a holder of record and sign and return your proxy card without indicating how to vote on any particular proposal, the Metalline common stock or Dome common stock represented by your proxy will be voted in accordance with the recommendation of the Board of Directors of Metalline or Dome, as applicable.

Q: What constitutes a quorum?

A:Metalline: Stockholders who hold at least one-third of the shares issued and outstanding and who are entitled to vote at the Metalline stockholders meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business at the Metalline special meeting. All shares of Metalline common stock represented at the Metalline stockholders meeting, including shares that are represented but that abstain from voting, and shares that are represented but that are held by brokers, banks and other nominees who do not have authority to vote such shares (i.e., a broker non-vote), will be treated as present and entitled to vote for purposes of determining the presence or absence of a quorum.

A:Dome: Stockholders entitled to cast one-third of all the votes entitled to be cast at the Dome special meeting must be present in person or by proxy to constitute a quorum for the transaction of business at the Dome special meeting. Even if a quorum is present at the Dome special meeting, the merger can only be approved if at least a majority of the votes entitled to be cast by holders of outstanding common stock of Dome as of the close of business on the record date vote in favor of the proposal.

Q: Can I change my vote after I have returned a proxy or voting instruction card?

A: Yes.

If you are a record holder of either Metalline or Dome: If you are a record holder of shares, you can change your vote at any time before your proxy is voted at your special meeting. You can do this in one of three ways:

- you can grant a new, valid proxy bearing a later date;
- you can send a signed notice of revocation; or
- you can attend your special meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

If you choose either of the first two methods, your notice of revocation or your new proxy must be received by Metalline or Dome, as applicable, no later than the beginning of the applicable special meeting. In the case of Dome shareholders, if you have voted your shares by telephone or through the Internet, you may revoke your prior telephone or Internet vote by any manner described above.

If you hold shares of either Metalline or Dome in “street name”: If your shares are held in street name, you must contact your broker, bank or other nominee to change your vote.

Q: What are the material U.S. federal income tax consequences of the merger to U.S. holders of Dome common stock?

A: The merger is intended to be treated for U.S. federal income tax purposes as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). Assuming the merger qualifies as such a reorganization, a U.S. holder of Dome common stock generally will not recognize any gain or loss upon receipt of Metalline common stock solely in exchange for Dome common stock in the merger. See “The Merger — Material U.S. Federal Income Tax Consequences of the Merger”.

Q: When do you expect the merger to be completed?

A: Metalline and Dome are working to complete the merger in the first half of 2010.

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Q: What do I need to do now?

A: Carefully read and consider the information contained in and incorporated by reference into this joint proxy statement/prospectus, including its Annexes. Then please authorize a proxy to vote your shares as soon as possible so that they may be represented at your special meeting.

Q: Do I need to do anything with my shares of common stock now?

A: No. If you are a Dome stockholder, after the merger is completed, your shares of Dome common stock will be converted automatically into the right to receive approximately 0.96882 (the projected exchange ratio) shares of Metalline common stock. You do not need to take any action at the current time.

If you are a Metalline stockholder, you are not required to take any action with respect to your shares of Metalline common stock.

Q: Are stockholders entitled to appraisal rights?

A: No. Neither the stockholders of Metalline nor the stockholders of Dome are entitled to appraisal rights in connection with the merger.

Q: What happens if I sell my shares of Dome common stock before the Dome special meeting?

A: The record date of the Dome special meeting is earlier than the date of the Dome special meeting and the date that the merger is expected to be completed. If you transfer your Dome shares after the Dome record date but before the Dome special meeting, you will retain your right to vote at the Dome special meeting, but will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares through the effective time of the merger.

Q: What if I hold shares in both Metalline and Dome?

A: If you are a stockholder of both Metalline and Dome, you will receive two separate packages of proxy materials. A vote as a Metalline stockholder will not count as a vote as a Dome stockholder, and a vote as a Dome stockholder will not count as a vote as a Metalline stockholder. Therefore, please separately vote each of your Metalline and Dome shares.

Q: Are there any risks I should consider in deciding how to vote?

A: Yes. See "Risk Factors" on page \_\_\_ of this joint proxy statement/prospectus.

Q: Who can help answer my questions?

A: Metalline stockholders or Dome stockholders who have questions about the merger or the other matters to be voted on at the special meetings or desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact:

Metalline Mining Company  
1330 E. Margaret Ave.  
Coeur d'Alene, ID 83815  
(208) 665-2002  
Attn: Investor Relations

Dome Ventures Corporation  
Suite 2200, 885 West Georgia Street  
Vancouver, BC V6C 3E8  
(604) 687-5800  
Attn: Investor Relations

The above questions and answers do not provide all the information relating to the Dome or Metalline special meetings or the proposed merger and are qualified in their entirety by the more detailed information elsewhere in this joint proxy statement/prospectus. You are urged to read this joint proxy statement/prospectus in its entirety before deciding how to vote your shares.

## SUMMARY

This summary highlights information contained elsewhere in this joint proxy statement/prospectus and may not contain all the information that is important to you. Metalline and Dome urge you to read carefully the remainder of this joint proxy statement/prospectus, including the Annexes, and the other documents to which we have referred you because this summary does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the Metalline and Dome special meetings. See also the section entitled “Where You Can Find More Information” on page \_\_\_\_\_. We have included page references in this summary to direct you to a more complete description of the topics presented below.

## Reporting Currencies and Accounting Principles

Unless otherwise indicated, all references herein to “\$” in this joint prospectus/proxy statement refer to U.S. dollars and all references to “Cdn\$” in this Circular refer to Canadian dollars.

Metalline’s financial statements are reported in U.S. dollars and are prepared in accordance with U.S. GAAP. Dome’s financial statements are reported in U.S. dollars and are prepared in accordance with Canadian GAAP. See Note 12 to Dome’s audited consolidated financial statements attached to this proxy statement as Annex A for differences between Canadian and United States generally accepted accounting principles.

## Exchange Rates

The following table sets forth (i) the noon rates of exchange for the Canadian dollar, expressed in Canadian dollars per U.S. dollar, in effect at the end of the period indicated, (ii) the average noon rates of exchange for such periods, and (iii) the high and low noon rates of exchange during such periods, in each case based on the noon rates of exchange as quoted by the Bank of Canada:

Canadian Dollar per U.S. dollar	January 1, 2010 through March 9, 2010	Canadian Dollar per U.S. dollar		
		2009	Year ended December 31, 2008	2007
Noon rate at end of period	-	1.0460	1.2246	0.9881
Average noon rate for period	-	1.1420	1.0660	1.0748
High noon rate for period	-	1.3000	1.2969	1.1853
Low noon rate for period	-	1.0292	0.9719	0.9170

The Companies

Metalline Mining Company (see page \_\_\_)

Metalline Mining Company  
1330 E. Margaret Ave  
Coeur d'Alene, Idaho 83815  
Telephone: (208) 665-2002

Metalline, a Nevada corporation, is an exploration stage company, engaged in the business of mineral exploration. The Company currently owns sixteen concessions, which are located in the municipality of Sierra Mojada, Coahuila, Mexico (the "Property"). The Company's objective is to define sufficient mineral reserves on the Property to justify the development of a mechanized mining operation (the "Project"). The Company conducts its operations in Mexico through its wholly owned Mexican subsidiaries, Minera Metalin S.A. de C.V. ("Minera") and Contratistas de Sierra Mojada S.A. de C.V. ("Contratistas").

Additional information about Metalline and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information" on page \_\_\_\_.

Merger Sub (see page \_\_\_)

Merger Sub, a wholly owned subsidiary of Metalline, is a Delaware corporation that was formed on December 3, 2009 for the purpose of effecting the merger. In the merger, Merger Sub will be merged with and into Dome, with Dome surviving as a wholly owned subsidiary of Metalline.

Dome Ventures Corporation (see page \_\_\_)

Dome Ventures Corporation  
Suite 2200, 885 West Georgia Street  
Vancouver, BC V6C 3E8 Canada  
Telephone: (604) 687-5800

Dome, a Delaware corporation, was incorporated in Canada and domesticated to the United States on December 16, 1999. Dome's principal business activities are the acquisition and exploration of mineral properties domiciled in Gabon, Africa. Dome is in the exploration stage and has not yet determined whether any of its mineral properties contain ore reserves that are economically recoverable.

Additional information about Dome and its subsidiaries is included elsewhere in this joint proxy statement/prospectus. See "Description of Dome Ventures Corporation" on page \_\_\_\_.

## Comparative Per Share Market Information

Metalline common stock is traded on the NYSE Amex under the symbol “MMG” and Dome common stock is listed on the TSX Venture Exchange under the symbol “DV.U”. No quarterly cash dividends were declared by Metalline or Dome and accordingly no cash dividend per share information is reported. On November 12, 2009, the last full trading day prior to public announcement of the execution of the letter of intent with respect to the proposed merger, Metalline common stock closed at \$0.59 per share, and Dome common stock closed at \$0.46 per share. We urge you to obtain current market quotations before making any decision with respect to the merger.

The following table sets forth the high and low trading prices per share of Metalline common stock and Dome common stock for the periods indicated:

	Metalline High	Low	Dome High	Low
Calendar Year Ended December 31, 2009				
4th Quarter	\$0.95	\$0.39	\$0.72	\$0.15
3rd Quarter	\$0.50	\$0.23	\$0.17	\$0.15
2nd Quarter	\$0.36	\$0.18	\$0.20	\$0.16
1st Quarter	\$0.40	\$0.11	\$0.21	\$0.13

	Metalline High	Low	Dome High	Low
Calendar Year Ended December 31, 2008				
4th Quarter	\$0.87	\$0.20	\$0.33	\$0.11
3rd Quarter	\$1.68	\$0.60	\$0.63	\$0.31
2nd Quarter	\$2.34	\$1.62	\$0.75	\$0.37
1st Quarter	\$2.70	\$1.77	\$0.51	\$0.38

On March 9, 2010 Metalline common stock closed at \$\_\_\_\_\_ per share and Dome common stock closed at \$\_\_\_\_\_ per share.

## Share Ownership of Management

Metalline. As of the record date for the Metalline special meeting in lieu of an annual meeting, there were 55,366,829 shares of Metalline common stock outstanding. Directors, executive officers and affiliates of Metalline beneficially owned approximately 9,599,109 of the outstanding Metalline common stock on the record date. Metalline’s directors and officers have indicated that they intend to vote all of the Metalline shares of common stock held by them in favor of the proposal to approve the issuance of the Metalline shares of common stock to effect the merger (and effective as of January 25, 2010 certain of Metalline’s officers and directors entered into voting agreements with respect to this proposal), the proposal to approve the Metalline 2010 Stock Option and Stock Bonus Plan, the amendment to Metalline’s Articles of Incorporation to increase the company’s authorized capital, the election of the director nominees, the ratification and approval of Hein & Associates LLP, and any proposal that may be presented to adjourn the meeting. The following votes are required to approve each proposal: a majority of Metalline’s shares outstanding and entitled to vote is required to approve the proposed amendment to the company’s



articles of incorporation; a majority of the votes cast is required to approve the issuance of the shares of common stock to effect the merger, to approve the adoption of the 2010 Stock Option and Bonus Plan and to approve/ratify the appointment of Hein & Associates; and directors are elected by a plurality of votes cast.

Dome. As of the record date for the Dome special meeting, there were 20,249,513 shares of Dome common stock outstanding. Directors, executive officers and affiliates of Dome beneficially owned approximately 51% of the shares of Dome common stock on the record date. Each of Dome's officers and directors has indicated that they intend to vote for the approval and adoption of the merger agreement. The transaction requires that a majority of votes entitled to be cast approve the agreement.

#### Past Material Contacts, Transactions, or Negotiations

Although Metalline and Dome are both engaged in the exploration of mineral properties the parties have not previously had substantive discussions regarding a material transaction, business combination or any similar type of transaction between the two companies. Other than the Agreement and Plan of Merger and Reorganization, there have been no past negotiations, transactions, or material contacts during the past two years between Metalline and Dome.

#### The Merger and the Merger Agreement

The Merger (see page \_\_)

The Board of Directors of Metalline and the Board of Directors of Dome have agreed to a strategic combination of their two companies under the terms of the merger agreement. Upon completion of the merger, Dome will become a wholly owned subsidiary of Metalline. Metalline and Dome encourage you to read the entire merger agreement carefully because it is the principal document governing the merger.

Terms of the Merger; Merger Consideration (see page \_\_)

The merger agreement provides for the merger of Merger Sub with and into Dome, with Dome surviving as a wholly owned subsidiary of Metalline. Upon completion of the merger, each share of Dome common stock issued and outstanding immediately prior to the completion of the merger, except for any shares of Dome common stock held by Metalline or Merger Sub (which will be cancelled), will be converted into the right to receive approximately 0.96882 shares of Metalline common stock, although the exact exchange ratio may vary based on the number of shares of Dome common stock issued and outstanding at the time of closing.

Metalline will not issue any fractional shares of Metalline common stock in the merger. Instead, if the aggregate number of shares of Metalline common stock that a holder of Dome common stock is entitled to received in the merger is (i) a fractional share representing 0.5 or more of a share, the number of shares of Metalline common stock such holder is entitled to receive will be rounded up to the next whole number or (ii) a fractional share representing less than 0.5 of a share, the number of shares of Metalline common stock such holder is entitled to receive will be rounded down to the next whole number and no additional compensation will be paid in respect of such fractional share.

Treatment of Stock Options (see page \_\_\_)

Stock Options. Upon completion of the merger, each outstanding stock option to purchase Dome common stock (if any) will be converted pursuant to the merger agreement into a stock option to acquire shares of Metalline common stock on the same terms and conditions as were in effect immediately prior to the completion of the merger. The number of shares of Metalline common stock underlying each converted Dome stock option will be determined by multiplying the number of shares of Dome common stock subject to such stock option immediately prior to the completion of the merger by the 0.96882 exchange ratio, and rounding down to the nearest whole share. The exercise price per share of each converted Dome stock option will be determined by dividing the per share exercise price of such stock option by the 0.96882 exchange ratio, and rounding up to the nearest whole cent. However, Dome does not expect that any options will be outstanding at or immediately prior to the completion of the merger.

Material U.S. Federal Income Tax Consequences of the Merger (see page \_\_\_)

The merger is intended to be treated for U.S. federal income tax purposes as a “reorganization” within the meaning of Section 368(a) of the Code. Assuming the merger qualifies as such a reorganization, a U.S. holder of Dome common stock generally will not recognize any gain or loss upon receipt of Metalline common stock solely in exchange for Dome common stock in the merger.

Tax matters are very complicated and the tax consequences of the merger to each Dome stockholder will depend on such stockholder’s particular facts and circumstances. Dome stockholders are urged to consult their tax advisors to understand fully the tax consequences to them of the merger.

Recommendations of the Board of Directors of Metalline (see page \_\_\_)

At a special meeting held on December 3, 2009, the Metalline Board of Directors determined that the merger and the other transactions contemplated by the merger agreement, including the issuance of Metalline common stock in the merger, are advisable and in the best interests of Metalline and its stockholders. Accordingly, the Metalline Board of Directors recommends that the Metalline stockholders vote “FOR” the proposal to issue shares of Metalline common stock in the merger.

Recommendation of the Board of Directors of Dome (see page \_\_\_)

At a meeting held on December 2, 2009, the Dome Board of Directors, by the unanimous vote of its directors, determined that the merger and the other transactions contemplated by the merger agreement are in the best interests of Dome stockholders, and directed that the merger be submitted for consideration by the Dome stockholders at the Dome special meeting. Accordingly, the Dome Board of Directors recommends that the Dome stockholders vote “FOR” the approval of the merger agreement.

Financial Interests of Metalline Directors and Officers in the Merger (see page \_\_\_)

In considering the recommendation of the Metalline Board of Directors that you vote to approve the issuance of Metalline common stock in connection with the merger, you should be aware that some of Metalline’s directors and officers have financial interests in the merger that are different from, or in addition to, those of Metalline stockholders generally. The Metalline Board of Directors was aware of and considered these potential interests, among other matters, in evaluating the merger agreement and the merger, and in recommending to you that you approve the issuance of Metalline common stock in connection with the merger.

Following the completion of the merger, members of the Metalline Board of Directors, except Dr. Roger Kolvoord, will continue to be directors of the combined company, and it is anticipated that all executive officers of Metalline will continue to be executive officers of the combined company.

Each of Metalline’s current executive officers (being Messrs. Bingham, Kolvoord, Brown and Devers) has entered into an employment agreement with the company. Each agreement provides that if there is a “change of control” of the company and the executive’s employment agreement is not renewed in the year following the calendar year that the change of control event occurred, then the executive would be entitled to a severance payment equal to one year of his annual salary. The merger transaction would likely be a “change of control” event as the term is used in each executive’s employment agreement. Thus, if any of the employment agreements is terminated during 2009, or not renewed for 2010, then the affected executive may be entitled to a severance payment under the terms of his employment agreement.

Financial Interests of Dome Directors and Officers in the Merger (see page \_\_\_)

These interests include the following:

- Brian Edgar, the current Chief Executive Officer and Director of Dome, is included in the slate of nominees for the combined company, and will serve on the Metalline Board if elected by the Metalline stockholders.
- Certain Dome affiliates hold equity interests in Metalline and upon closing the merger will be entitled to receive shares of Metalline common stock in exchange for their Dome shares. However, the exchange ratio to be received by the Dome affiliates will be the same as that of other Dome stockholders.

Board of Directors and Management After the Merger (see page \_\_\_)

Upon the effective time of the merger, the Metalline Board of Directors will be expanded from its current size of five members to seven members. Four of the original members of the pre-merger Metalline Board of Directors, plus one new Metalline nominee, will be appointed to the post-merger Metalline board. One member of the pre-merger Dome board, plus one Dome nominee not currently affiliated with Dome, will be appointed to the post-merger Metalline board at the effective time of the merger, subject to election by the Metalline stockholders. Mr. Edgar is the current Dome director on the slate for election to the Metalline board, and Dr. Murray is the other Dome nominee on the slate for election of Metalline directors.

Following the merger, it is expected that Mr. Edgar, currently Chief Executive Officer, President and a director of Dome, will serve as Chairman of the combined company. Merlin Bingham, currently the President and Chairman of Metalline, will continue to serve as President and a director of the combined company. All other executive officers of Metalline are anticipated to continue to serve as executive officers of the combined company.

Regulatory Approvals Required for the Merger (see page \_\_\_)

Metalline and Dome have agreed to use their reasonable best efforts to obtain all governmental and regulatory approvals required to complete the transactions contemplated by the merger agreement. The combined company must use its reasonable efforts to obtain, prior to the merger, approval for the listing/quotation of the Metalline shares to be issued in the merger on the NYSE Amex and the TSX Venture Exchange.

Completion of the Merger (see page \_\_\_)

Metalline and Dome currently expect to complete the merger in the first half of 2010, subject to receipt of required stockholder and regulatory approvals and the satisfaction or waiver of the conditions to the merger described in the merger agreement.

Conditions to Completion of the Merger (see page \_\_\_)

As more fully described in this joint proxy statement/prospectus and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others, the receipt of the approval of Dome stockholders of the merger agreement, the receipt of the approval of Metalline stockholders of the issuance of Metalline common stock in the merger, listing in NYSE AMEX of the shares issued in the merger, listing all of Metalline shares on the TSX Venture Exchange, the receipt of all required consents approvals, the accuracy of representations and warranties made by the parties in the merger agreement, performance by the parties of their obligations under the merger agreement (subject in each case to certain materiality standards), and the absence of a material adverse effect on each party. Dome and Metalline cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

None of the following are conditions to completion of the merger: (i) approval of the amendment to Metalline's Articles of Incorporation; (ii) approval of the Metalline 2010 Stock Option and Stock Bonus Plan; (iii) election of any individual director on the slate of nominees; (iv) ratification of the appointment of Hein & Associates LLP.

Termination of the Merger Agreement (see page \_\_\_)

The merger agreement may be terminated at any time prior to the effective time of the merger, even after the receipt of the requisite stockholder approvals, under the following circumstances:

- by mutual written consent of Metalline and Dome;
- by either Metalline or Dome if:

Ø the merger is not completed by May 30, 2010;

- Ø any law or regulation is passed that makes the merger illegal or any decree or order is issued that enjoins either Metalline or Dome from completing the merger;
- by Dome upon written notice to Metalline if (i) the Metalline Board withdraws, modifies or changes in a manner adverse to Dome its approval or recommendation of the share issuance to Dome stockholders pursuant to the merger agreement, (ii) the Metalline Board approves or recommends a superior proposal (as defined in the merger agreement), or (iii) the merger is not submitted for the approval of Metalline stockholders by May 15, 2010;
- by Metalline upon written notice to Dome if: (i) the Dome Board withdraws, modifies or changes in a manner adverse to Metalline its approval or recommendation of the merger, (ii) the Dome Board approves or recommends a superior proposal, or (iii) the Merger is not submitted for the approval of Dome stockholders by May 15, 2010;
- by Metalline upon written notice to Dome in order to enter into a definitive written agreement with respect to a superior proposal;
- by Dome upon written notice to Metalline in order to enter into a definitive written agreement with respect to a superior proposal;
- by Dome if the Metalline stockholders shall not have approved the share issuance to the Dome stockholders pursuant to the Merger Agreement;
- by Metalline if the Dome stockholders shall not have approved the merger;
- upon notice by Dome to Metalline if certain conditions for the benefit of Dome have not been satisfied or waived by Dome; or
- upon notice by Metalline to Dome if certain conditions for the benefit of Metalline have not been satisfied or waived by Metalline.

Additionally, the following conditions precedent in the Merger Agreement have already been met:

- Metalline received gross proceeds of \$2,990,000 by way of a private placement on or before December 23, 2009; and
- Dome completed a private placement of special warrants for gross proceeds of \$13,010,000, which amount is held in escrow until the effective time of the merger. The special warrants are further described herein under the heading "Description of Dome's Business."

Expenses and Termination Fees (see page \_\_\_)

Generally, all fees and expenses incurred in connection with the merger and the transactions contemplated by the merger agreement will be paid by the party incurring those expenses. However, upon termination of the merger agreement under certain circumstances, Metalline may be obligated to pay Dome a termination fee of \$964,000 and, in other circumstances, Dome may be obligated to pay Metalline a termination fee of \$964,000. Additionally, either party may be obligated to pay certain agency fees and expenses in connection with the special warrant private placement conducted by Dome.

No Appraisal Rights (see page \_\_\_)

Under the Nevada General Corporation Law, the holders of Metalline common stock are not entitled to appraisal rights in connection with the merger or any of the Metalline proposals. Under the Delaware General Corporation Law, the holders of Dome common stock are not entitled to appraisal rights in connection with the merger.

The Metalline Special Meeting

Date, Time and Place (see page \_\_\_)

The special meeting of Metalline stockholders will be held at the offices of its legal counsel, Burns Fig & Will, P.C., at 6400 S. Fiddlers Green Circle, Suite 1000, Greenwood Village, Colorado 80111 on April 15, 2010, at 10:00 a.m. Mountain Time.

Purpose of the Metalline Special Meeting (see page \_\_\_)

At the Metalline special meeting, Metalline stockholders will be asked:

- to vote on a proposal to approve the issuance of Metalline common stock to Dome stockholders in connection with the merger;
- to vote on a proposal to amend the Articles of Incorporation of Metalline to increase the authorized number of shares of Metalline common stock from 160,000,000 to 300,000,000;
- to vote on a proposal to adopt the Metalline 2010 Stock Option and Stock Bonus Plan;
- to vote on the election of the slate of director nominees;
- to ratify the appointment of Hein & Associates LLP as its independent registered public accounting firm; and
- to vote upon an adjournment of the Metalline special meeting in lieu of annual meeting (if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes for the approval of any of the foregoing proposals).

Completion of the merger is conditioned on approval of the issuance of Metalline common stock in the merger. None of the following are conditions to completion of the merger: (i) approval of the amendment to Metalline's Articles of Incorporation; (ii) approval of the Metalline 2010 Stock Option and Stock Bonus Plan; (iii) election of any individual director on the slate of nominees (except for nominees Edgar and Hitzman); (iv) ratification of the appointment of Hein & Associates LLP.

Metalline Record Date; Stock Entitled to Vote (see page \_\_)

Only holders of shares of Metalline common stock at the close of business on March 9, 2010, the record date for the Metalline special meeting, will be entitled to notice of, and to vote at, the Metalline special meeting or any adjournments or postponements thereof. On the record date, there were outstanding a total of 55,366,829 shares of Metalline common stock. Each outstanding share of Metalline common stock is entitled to one vote on each proposal and any other matter coming before the Metalline special meeting.

Required Vote (see page \_\_)

The required votes to approve the Metalline proposals are as follows:

- The issuance of Metalline common stock to Dome stockholders, the approval of the Metalline 2010 Stock Option and Stock Bonus Plan, and the ratification of the appointment of Hein & Associates LLP will each 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 have no effect.
- The amendment to Metalline's Articles of Incorporation will be approved if the number of votes cast in favor of the proposal exceeds a majority of the number of votes entitled to be cast on the proposal. Votes to abstain and broker non-votes will have the effect of a vote against this proposal.



- The election of directors will be by plurality of votes cast, without respect to withheld votes for a nominee. Broker non-votes will have no effect. The election of director nominees Edgar and Hitzman is conditioned on completion of the merger.

As of the close of business on the Metalline record date, directors and executive officers of Metalline had the right to vote 2,266,745 shares of Metalline common stock, or approximately 4.1% of the combined voting power of the outstanding shares of Metalline common stock entitled to vote at the Metalline special meeting (excluding any options or warrants held by the respective officer or director).

Approval of the Amendment to Metalline's Articles of Incorporation (see page \_\_\_)

Metalline is seeking stockholder approval of an amendment to its Articles of Incorporation to increase the authorized number of shares of Metalline common stock from 160,000,000 to 300,000,000. Currently Metalline has outstanding 55,334,429 shares of its common stock. If the merger is consummated, Metalline expects to have 103,058,990 outstanding shares of common stock (which includes the shares issued to effect the merger transaction). Currently options and warrants to acquire 21,234,713 shares of common stock are outstanding, of which approximately 20,212,994 are expected to be outstanding immediately following the merger. If the 2010 Stock Option and Stock Bonus Plan is approved, and Metalline's stockholders approve the proposed increase to the company's authorized capital, additional shares will be reserved for issuance pursuant to grants under that plan. In total approximately 133,577,883 shares of common stock either outstanding or reserved for issuance if the merger is approved and the 2010 Plan is approved.

The Metalline Stockholder Rights Plan, which was approved by stockholders of record in 2007, can only be effective with respect to protection of stockholders' interests if twice the number of shares are authorized as is outstanding at any point in time. Because of the approvals being asked from stockholders in this joint proxy statement/prospectus, and the expansion of Metalline's exploration activities, the Board believes it is necessary to increase the authorized capital of Metalline. The Board may determine, in its discretion, not to adopt and file the amendment if the merger is not consummated, even if the stockholders of Metalline approve the amendment.

The Metalline Board of Directors recommends that Metalline stockholders vote "FOR" the proposal to amend the Articles of Incorporation.

Approval of the Metalline 2010 Stock Option and Stock Bonus Plan (see page \_\_\_)

Metalline is seeking stockholder approval of the Metalline 2010 Stock Option and Stock Bonus Plan. Currently Metalline's option plans have very few options still available for issuance. The 2010 Plan would allow the combined company to continue to use stock options and restricted stock grants to attract and retain independent directors, management and key employees. Metalline anticipates using some of the stock options to attract key employees needed for an increase in exploration activities in Sierra Mojada. If the 2010 Plan is not approved, after the merger the combined company will not have sufficient share capacity to make appropriate grants to key employees and other individuals.

Following completion of the merger, the combined company will not make any grants of equity awards under any Dome equity compensation plan. Stockholder approval of the Metalline 2010 Stock Option and Stock Bonus Plan is not a condition to completion of the merger.

The Metalline Board of Directors recommends that Metalline stockholders vote “FOR” the proposal to approve the Metalline 2010 Stock Option and Stock Bonus Plan.

Metalline is seeking stockholder approval of the election of each nominee included on its slate of director nominees. If elected, each will hold office a term of one year, until their successors are duly elected or appointed or until their earlier death, resignation or removal; provided that Mr. Edgar and Dr. Hitzman, if elected, will not hold office until the effective time of the merger.

The Metalline Board of Directors recommends that Metalline stockholders vote “FOR” each of the nominees included on its slate.

Metalline is seeking stockholder ratification of the appointment of Hein & Associates LLP as its independent registered public accounting firm. The Board of Directors directed that we submit the selection of Hein for ratification and approval by our stockholders at the special meeting. Although Metalline is not required to submit the selection of independent registered public accountants for stockholder approval, if the stockholders do not ratify this selection, the Board of Directors may reconsider its selection of Hein. The Board considers Hein to be well qualified to serve as the independent auditors for the Company.

The Metalline Board of Directors recommends that Metalline stockholders vote “FOR” the ratification of Hein & Associates LLP as our independent registered public accounting firm.

#### The Dome Special Meeting

Date, Time and Place (see page \_\_)

The special meeting of Dome stockholders will be held at Dome’s offices at Suite 220, 885 West Georgia Street, Vancouver, BC, Canada on April 14, 2010 at 10:00 a.m. Pacific Time.

Purpose of the Dome Special Meeting (see page \_\_)

At the Dome special meeting, Dome stockholders will be asked:

- to approve the merger agreement pursuant to which Merger Sub will be merged with and into Dome; and
- to approve an adjournment of the Dome special meeting, if necessary, including to solicit additional proxies if there are not sufficient votes for the proposal to approve the merger agreement.

Dome Record Date; Stock Entitled to Vote (see page \_\_)

Only holders of shares of Dome common stock at the close of business on March 9, 2010, the record date for the Dome special meeting, will be entitled to notice of, and to vote at, the Dome special meeting or any adjournments or postponements thereof. On the record date, there were outstanding a total of 20,249,513 shares of Dome common stock. Each outstanding share of Dome common stock is entitled to one vote on each proposal and any other matter coming before the Dome special meeting.

Required Vote (see page \_\_)

The required votes to approve the Dome proposals are as follows:

- Approval of the merger agreement requires approval by the affirmative vote of at least a majority of the votes entitled to be cast by holders of outstanding common stock of Dome. Votes to abstain and broker non-votes will have the effect of a vote against this proposal.

As of the close of business on the Dome record date, directors and executive officers of Dome and their affiliates had the right to vote 10,675,898 shares of Dome common stock, or 51% of the combined voting power of the outstanding shares of Dome common stock entitled to vote at the Dome special meeting.

The Dome Board of Directors recommends a vote “FOR” the approval of the merger agreement.

Selected Historical Consolidated Financial Data

Selected Historical Consolidated Financial Data of Metalline

The tables below present summary selected financial data of Metalline prepared in accordance with U.S. generally accepted accounting principles. The following selected financial data should be read in conjunction with Metalline’s financial statements and related notes, Management’s Discussion and Analysis of Results of Operations and Financial Condition for the year ended October 31, 2009, and other financial information in Metalline’s Annual Report on Form 10-K for the fiscal year ended October 31, 2009, as filed with the SEC on January 11, 2010, and Annual Report on 10-K for the fiscal year ended October 31, 2008 as filed with the SEC on February 13, 2009 which are incorporated by reference into this prospectus. See “Where You Can Find More Information” on page \_\_\_\_.

The statement of operations data set forth below for the fiscal year ended October 31, 2009, 2008 and 2007 and the balance sheet data as of October 31, 2009 and 2008, are derived from, and qualified by reference to, the audited financial statements of Metalline and the related notes thereto that are incorporated by reference into this prospectus. The statements of operations data for the fiscal years ended October 31, 2005 and 2006, and the balance sheet data as of October 31, 2006 and 2005, are derived from audited financial statements not included in, or incorporated by reference into, this prospectus.

(in thousands, except per share data)  
Year Ended October 31,

	2009	2008	2007	2006	2005
<b>Selected Operating Data:</b>					
Loss from continuing operations	\$(4,850 )	\$(12,320 )	\$(6,932 )	\$(11,193 )	\$(3,302 )
Weighted average basic and diluted shares outstanding	41,483	39,583	35,253	30,749	20,014
Basic and Diluted Net Loss per common share	(0.12 )	(0.31 )	(0.20 )	(0.36 )	(0.16 )

**Selected Balance Sheet Data:**

Cash & Marketable Securities	\$1,483	\$2,229	\$9,334	\$6,615	\$213
Total Assets	7,042	7,818	15,233	11,612	5,085
Total Liabilities	805	378	401	490	303
Stockholders' Equity	6,237	7,440	14,832	11,122	4,783

**Selected Historical Consolidated Financial Data of Dome**

The tables below present summary selected financial data of Dome prepared in accordance with Canadian generally accepted accounting principles and reconciled to U.S. generally accepted accounting principles. The following selected financial data should be read in conjunction with Dome's financial statements and related notes included as Annex A to this prospectus. Also see Dome Management's Discussion and Analysis of Results of Operations and Financial Condition for the year ended September 30, 2009 on page \_\_\_\_.

The statement of operations data set forth below for the fiscal year ended September 30, 2009, and 2008 and the balance sheet data as of September 30, 2009 and 2008 are derived from, and qualified by reference to, the audited financial statements of Dome and the related notes thereto that are included as Annex A to this prospectus. The statements of operations data for the fiscal years ended September 30, 2007, 2006 and 2005, and the balance sheet data as of September 30, 2007, 2006 and 2005, are derived from audited financial statements not included in, or incorporated by reference into, this prospectus.

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(in thousands, except per share data)  
Year Ended September 30,

	2009	2008	2007	2006	2005
<b>Selected Operating Data:</b>					
Loss from continuing operations	\$(1,228 )	\$(2,080 )	\$(1,036 )	\$(623 )	\$(15 )
Weighted average basic and diluted shares outstanding	18,700	11,260	10,180	10,000	9,937
Basic and Diluted Net Loss from continuing operations per common share	(0.07 )	(0.18 )	(0.10 )	(0.06 )	(0.00 )
<b>Selected Balance Sheet Data:</b>					
Cash & Marketable Securities	\$2,513	\$3,735	\$4,877	\$3,947	\$4,444
Total Assets	2,533	3,757	4,894	5,368	5,953
Total Liabilities	3	105	127	156	139
Stockholders' Equity	2,530	3,652	4,767	5,212	5,814

Selected Unaudited Pro Forma Condensed Combined Consolidated Financial Information

The pro forma balance sheet information combines Metalline's October 31, 2009 consolidated balance sheet with Dome's September 30, 2009 consolidated balance sheet as if the merger and related equity transactions had occurred on October 31, 2009. The pro forma statement of operations information for the fiscal year ended October 31, 2009 combines Metalline's consolidated statement of operations for the fiscal year ended September 30, 2009 as if the merger had occurred on November 1, 2009, the first day of Metalline's 2009 fiscal year. The unaudited pro forma financial data does not purport to represent what the combined results of operations of Metalline and Dome would have been had the merger occurred on November 1, 2008 or to project the results of operations or financial condition for any future date or period. The summary unaudited pro forma financial information is based upon the assumptions described in the notes thereto and should be read in conjunction with the "Unaudited Pro Forma Condensed Consolidated Financial Statements" beginning on page \_\_\_\_.

(in thousands,  
except per share  
data)  
Year Ended  
October 31, 2009

<b>Selected Operating Data:</b>	
Loss from operations attributable to Metalline/Dome	\$ (6,516 )
Weighted average basic and diluted shares outstanding	94,109
Basic and Diluted Net Loss per common share	(0.07 )
<b>Selected Balance Sheet Data:</b>	
Cash and Cash Equivalents	\$ 18,436
Total Assets	35,172
Total Liabilities	808
Stockholders' Equity	34,364

Certain Historical and Pro Forma Per Share Data

The following tables set forth certain historical, pro forma and pro forma equivalent per share financial information for Metalline's common stock and Dome's common stock. The pro forma and pro forma equivalent per share information gives effect to the merger as if the merger had occurred on October 31, 2009 in the case of book value per share data and as of November 1, 2008 in the case of net income per share data. No Dividends were declared by Metalline or Dome and accordingly no dividend per common share data is presented.

The pro forma per share balance sheet information combines Metalline's October 31, 2009 consolidated balance sheet with Dome's September 30, 2009 consolidated balance sheet as if the merger had occurred on October 31, 2009. The pro forma per share statement of operations information for the fiscal year ended October 31, 2009 combines Metalline's consolidated statement of operations for the fiscal year ended October 31, 2009 with Dome's consolidated statement of operations for the fiscal year ended September 30, 2009 as if the merger had occurred on November 1, 2009, the first day of Metalline's 2009 fiscal year. The Dome pro forma equivalent per share financial information is calculated by multiplying the unaudited Metalline pro forma combined per share amounts by the expected 0.96882 exchange ratio.

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The following information should be read in conjunction with the audited consolidated financial statements of Metalline and Dome, which are included or incorporated by reference in this joint proxy statement/prospectus, and the financial information contained in the section entitled “Metalline and Dome Unaudited Pro Forma Condensed Combined Financial Information” beginning on page \_\_\_\_\_. The unaudited pro forma information below is not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the periods presented, nor is it necessarily indicative of the future operating results or financial position of the combined company. In addition, the unaudited pro forma information does not purport to indicate balance sheet data or results of operations data as of any future date or for any future period.

As of and for the  
Year Ended  
October 31, 2009

Metalline Historical Data Per Common Share: