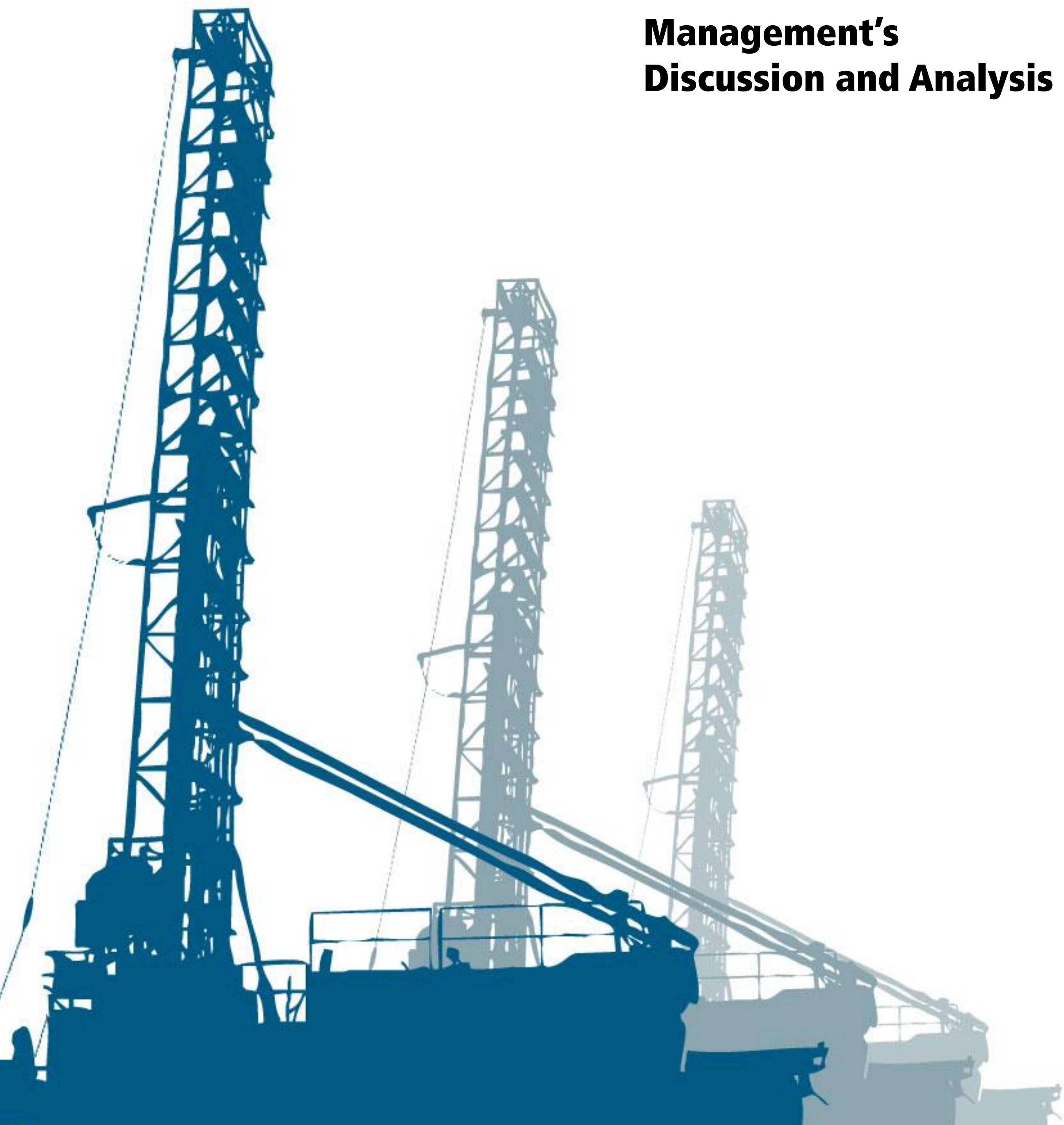
ZINCORE METALS INC.

For the Three Months Ended
March 31, 2014 and 2013

Management's Discussion and Analysis



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For the Three Months Ended March 31, 2014 and 2013
All figures in Canadian dollars unless otherwise noted

GENERAL

The following Management's Discussion and Analysis ("MD&A") of Zincore Metals Inc. and its subsidiaries ("Zincore" or the "Company"), for the three month period ended March 31, 2014 and 2013 is prepared as of May 1, 2014 and should be read in conjunction with the Company's unaudited interim financial statements for the three month periods ended March 31, 2014 and 2013 and the audited financial statements for the years ended December 31, 2013 and 2012 which were prepared in accordance with International Financial Reporting Standards ("IFRS"). All of these statements are available on the Company's website at www.zincoremetals.com or on the SEDAR website at www.sedar.com. Additional information relating to the Company, including its Annual Information Form ("AIF") dated March 18, 2014, is also available on SEDAR at www.sedar.com.

All financial information in this MD&A is presented in Canadian dollars unless otherwise noted.

The Company is currently engaged in exploration and development of mineral properties and does not have any source of revenue or operating assets. The recoverability of the amounts shown for mineral properties is dependent upon the ability of the Company to obtain necessary financing to complete exploration, technical studies and, if warranted, development and future profitable production or proceeds from the disposition of properties. The amounts shown as mineral properties represent costs to date and do not necessarily represent present or future values.

FORWARD-LOOKING STATEMENTS

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information includes, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing, execution, and success of exploration activities) and opportunities. In this MD&A this specifically includes statements regarding the Prefeasibility Study ("PFS") on the Accha Zinc Oxide ("AZOD"), a potential joint venture with First Quantum Minerals Ltd. ("First Quantum") relating to the Reconnaissance Properties (as defined herein), the election by First Quantum to complete its earn-in for the Company's Dolores project and timing of various stages of the Dolores drilling program. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A, the Company has made numerous assumptions. These assumptions include among other things: (i) assumptions about the price of zinc, lead, copper and other base metals; (ii) that there are no material delays in the exploration and drill programs on its properties; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that the supply and demand for zinc, lead, and copper develops as expected; (vi) that there is no unanticipated fluctuation in foreign exchange rates; and (vii) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of zinc, lead, and copper; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; (vi) the risk that First Quantum will not elect to complete a joint venture for the Reconnaissance Properties or elect to complete the earn-in schedule for the Dolores project; (vii) environmental and political risks and changes in environmental and mining legislation and (viii) community relations risks associated with operating in Peru.

The Company's AIF contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

OUTLOOK

On August 6, 2013 the Company announced that it received a positive PFS for the Company's flagship, the Accha Zinc Oxide District ("AZOD") project. A full National Instrument 43-101 compliant technical report outlining two potential production scenarios for the zinc-lead project was completed and filed on SEDAR on August 26, 2013. The Company is currently exploring every option to advance this project in order to maximize shareholder value, including but not limited to development, joint venture, or sale.

In the field, the Company's current work plans are focussed on copper exploration. Activities are being funded by First Quantum through a joint venture agreement relating to the Dolores project and a Memorandum of Understanding ("MOU") relating to a regional copper exploration program covering over 55,000 hectares of Zincore's 100% owned property package (the "Reconnaissance Properties"). First Quantum will fund exploration on the Reconnaissance Properties until April 1, 2015.

Regarding the Reconnaissance Properties, if a copper target area is determined then a framework agreement (a "Framework Agreement") will be executed between Zincore and First Quantum in order to develop the target under a new joint venture. See "Property Review" below for full details of the MOU. Areas of focus will include the targets announced in January 2013, where the Company had performed extensive geophysical, geochemical, and geological work and highlighted new, high profile copper exploration targets within the Company's property portfolio. This MOU will allow exploration work to continue on the Company's large 100% owned land package in Peru while allowing it to preserve cash and minimize dilution during these difficult market conditions for junior mining companies. As of the date of this MD&A, three areas on the AZOD property area had been confirmed as high priority copper targets. The two companies are now working on executing separate framework agreements for each target area to further explore and, if warranted, develop the targets as joint ventures. The three copper target areas are Larisa, Gema and Alcatraz (formerly referred to as Laca-Laca). The current plans are that a 2,500 metre drill program will be carried out on Alcatraz during the third and fourth quarters of 2014. On Gema and Larisa, an IP program is planned for the second quarter of 2014, with drill plans to be formulated thereafter.

At the Company's Dolores project, a re-interpretation of all the drill results to date has been completed and an 1,500 metre drill program is scheduled to commence during the latter part of the second quarter or early part of the third quarter of 2014. Once results of this program are received and interpreted, subsequent drilling plans will be determined.

The Company continues to explore all options in order to advance the AZOD project. Current market conditions are limiting the Company's options to advance the project on its own, therefore a concerted effort is being undertaken to find a partner.

The Company was able to close a private placement on March 24, 2014. The $330,000 gross proceeds from this private placement will be used for general working capital purposes.

DESCRIPTION OF BUSINESS

Zincore is an exploration stage mining company engaged in the identification, acquisition, evaluation, exploration and development of zinc and base metal properties in Peru. Its primary objective is to define economically feasible projects through focused exploration and to develop, joint venture, or sell properties of economic merit. Zincore's properties are in the exploration stage and are thus non-producing and consequently do not generate revenue or cash flow from operations. The Company is dependent on additional equity, debt capital or proceeds from divestitures to finance its activities.

Zincore's main activities are related to defining a strategy to advance its AZOD project in Peru, and initial exploration at its other properties to further assess potential and develop more detailed exploration programs.

OVERALL PERFORMANCE AND CURRENT ECONOMIC CONDITIONS

2014 has continued much the way as 2013 did for junior resource companies. Unsure of global growth prospects, investors have avoided the sector. Accordingly, shares of most junior resource companies continue to languish squeezed by limited liquidity and limited other financing possibilities.

On March 17, 2014, the Company announced its intention to close a non-brokered private placement of units ("the Units") at a price of $0.135 per unit to raise gross proceeds of up to $861,000. Each unit would be comprised of one common share and one-half of a common share purchase warrant. Each whole warrant would entitle the holder to purchase one common share at $0.19 for up to 24 months. The Company may pay a finder's fee equal to a cash payment of 6% of gross proceeds. On March 24, 2014, the Company announced that it had closed the first tranche of this private placement by issuing

2,444,444 units for gross proceeds to $330,000. On April 28, 2014, the Company announced that it would not be proceeding with a second tranche of the private placement.

At Dolores work during the first quarter of 2014 focussed on site preparation for the proposed drilling program which included the construction of drill pads and access roads. On the Reconnaissance Properties, during the same period, soil sampling and geological mapping was the focus of the work as well as the commencement of archaeological surveys and base line studies which will be used in the application for drill permits at Larisa, Alcatraz and Gema.

As at March 31, 2014, the Company had negative working capital, comprised of current assets less current liabilities, totaling $3,147,995. However, the $2,337,362 convertible loan, included in the calculation of working capital, is not required to be repaid in cash. As well, current liabilities also include deferred compensation accruals totalling $462,000 which are only payable upon completion of a significant financing by the Company. The Company continues to explore ways to conserve cash and has entered into agreements where the majority of its planned exploration expenditures are being fully funded by First Quantum. The Company is also exploring all options to raise additional cash during these difficult market conditions for junior mining companies.

During the fourth quarter of 2013, First Quantum notified the Company of its intention to vest its first earn in of a 30% interest in Polymex. During the first quarter of 2014, the Company received US $223,751 ($248,319 in Canadian dollars) from First Quantum as further contribution to the Dolores joint venture. As of March 31, 2014, First Quantum had contributed US $6,565,565 ($6,592,498 in Canadian dollars) in cash towards its earn in commitments relating to the Dolores joint venture. First Quantum has also incurred exploration expenditures totalling US $970,636 to make their total earn in contribution to the project, as of March 31, 2014, a total of US $7,536,201. In April 2014, First Quantum contributed an additional US $346,453 towards its second earn-in and as of the date of this MD&A has a current total earn-in contribution of US $7,882,654.

As well, in April 2014 First Quantum contributed a total US $206,200 in cash towards its earn-in commitments relating to the three copper target areas selected from the Reconnaissance Properties. Of this cash contribution, US $46,500 will be allocated to Gema, US $136,500 will be allocated to Alcatraz, and US $23,200 will be allocated to Larisa. Framework agreements for each of these projects are currently being finalized by the Company and First Quantum.

RESULTS OF OPERATIONS

	THREE MONTHS ENDED MARCH 31, 2014		THREE MONTHS ENDED MARCH 31, 2013	
Salaries and benefits	$	96,156	$	203,029
General exploration	$	118,202	$	185,364
Other general and administrative expenses	$	181,962	$	193,974
Consulting and management fees	$	115,998	$	122,066
Depreciation	$	1,334	$	1,757
Foreign exchange loss (gain)	$	84,312	$	(29,951)

General exploration expense was lower by approximately 36% during the three month period ended March 31, 2014, when compared to the same period in 2013 reflecting lower administrative and non-property related exploration costs in Peru as the Company sought to preserve cash. In addition share-based compensation was lower as fewer stock options relating to general exploration were being amortized during the three month period in 2014 compared to the same period in 2013.

Salaries and benefits were lower by approximately 53% during the three month period ended March 31, 2014, when compared to the same period in 2013 due to the Board of Directors foregoing its fees and certain staff accepting significant salary reductions of between 25% and 50% during the fourth quarter of 2013 in order to preserve cash.

Consulting and management fees decreased by approximately 5% during the three month period ended March 31, 2014, when compared to the same period in 2013. This was primarily due to a reduction in contractual daily rates for consultants, which was partially offset by US dollar denominated consulting fees which increased due to the value of the US dollar increasing when compared to its Canadian counterpart during the first quarter of 2014.

Other general and administrative expenses was consistent during the three month period ended March 31, 2014, when compared to the same period in 2013. There was a large decrease in travel costs as the Company made a conscious effort to keep those costs to a minimum. This savings was partially offset by increased shareholder information and office costs. The increase in office costs was the result of accrued interest expense totalling $32,044 related to a convertible loan entered into during the second quarter of 2013. Shareholder information costs increased as the Company continues to explore all options to increase its visibility in the market place in order to secure future funding.

The Company recorded a foreign exchange loss during the first quarter of 2014 when compared to a foreign exchange gain during the same period in 2013. Foreign exchange gains and losses result primarily from the translation of U.S. dollar denominated monetary assets and liabilities into Canadian dollars. The US dollar increase compared to its Canadian counterpart during the three month period ended March 31, 2014 resulted in the loss as the Company held higher US dollar liabilities than assets. The US dollar liabilities were higher than its US dollar assets primarily as a result of a convertible loan with First Quantum.

As a result of common shares issued and the vesting and amortization of previous share options granted, during three month period ended March 31, 2014 the Company recognized $83,349 (March 31, 2013 – $64,544) as share-based compensation expense. Of these amounts, as a result of the common shares issued to the Company's CEO, $39,232 (March 31, 2013 – $nil) was recorded in consulting and management fees and share capital during the three month period ended March 31, 2014. As well, as a result of share options vesting and amortization of previous grants, during the three month period ended March 31, 2014, the Company recognized $44,117 (March 31, 2013 – $64,544) as share-based compensation expense and recorded this amount in share based payment reserve. These amounts were recorded as follows:

	THREE MONTHS ENDED MARCH 31, 2014		THREE MONTHS ENDED MARCH 31, 2013	
Consulting and management fees	$	6,171	$	3,283
General exploration	$	2,710	$	9,960
Salaries and benefits	$	35,236	$	51,301
Total	$	44,117	$	64,544

There were no share options granted during the first quarters of both 2014 and 2013. The amount expensed during the periods represents the amortization of share-based compensation for grants issued in prior periods. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable measure of the fair value of the share purchase options.

PROPERTY REVIEW

ACCHA ZINC OXIDE DISTRICT PROJECT ("AZOD")

AZOD covers over 50,000 hectares and hosts zinc and lead oxide mineral resources at both the Accha and Yanque deposits. The Accha deposit is at the north end of the District and the Yanque deposit is 30 kilometres to the south. Mineralization has been identified in 21 other locations in the district, including five new primary and seven new secondary targets identified in 2013. These other locations have the potential to add to the resources at the district. Zincore management views the AZOD project as a single operation. To that end, the Company has re-modelled previously completed results to optimize the resources and tested a laboratory and pilot scale metallurgical process that would be used at a central processing facility for the entire district. In October 2011, the Company received the a preliminary economic assessment (the "PEA") relating to the AZOD project, prepared by AMEC, which is the first third party validation of the economics of this project as a mining operation. On August 6, 2013 the Company announced that it had received a positive PFS on the AZOD project, which was also prepared by AMEC. The Company is now exploring every option to advance this project in order to maximize shareholder value, including but not limited to development, joint venture, or sale. Given the difficult market conditions for exploration companies in need of equity capital, options for the Company to advance the project on its own are limited at the moment, therefore it is currently focussed on finding a partner for this project.

During 2010, formal agreements were signed with the main community holding the surface rights to the Accha and Yanque deposit areas, giving the Company access for exploration to the respective areas for a five year period.

Pre-feasibility Study ("PFS")

AMEC was retained to perform the PFS and work started in earnest during the second quarter of 2012. A geotechnical drilling program was completed during 2012 and metallurgical tests were conducted in laboratories in Poland and South Africa. A study was also commissioned, and performed by Thyssen Krupp and FLSmidth, to optimize the Waelz Kiln specifications for the proposed pyrometallurgical plant.

Results of the PFS were announced on August 6, 2013 with a full National Instrument 43-101 compliant technical report completed and filed on SEDAR on August 26, 2013. The Company is pursuing a district strategy with a single pyrometallurgical facility, the Waelz Kiln, to process zinc and lead oxide material from all AZOD project deposits to produce a high grade zinc-lead fume, or oxide concentrate. As with the PEA, the PFS considered two scenarios for the production of final products for sale. A Base Case investigated further processing of the concentrate by the Company to produce a special high grade zinc ingot and lead sulphate by-product, while an alternate scenario (the "Fume Case") considered selling the zinc-lead oxide concentrate to third-party refineries. Highlights from the PFS for both cases are presented below in US dollars unless otherwise stated:

	BASE CASE		FUME CASE	
	AFTER TAX ($'000)	PRE-TAX ($'000)	AFTER TAX ($'000)	PRE-TAX ($'000)
Cumulative net cash flow				
Undiscounted	**377,268**	**528,683**	**243,384**	**336,980**
Net present value (2015)				
Discounted at 5%	217,024	332,216	135,342	205,805
Discounted at 8%	**150,123**	**248,917**	**91,073**	**151,221**
Discounted at 10%	114,287	203,823	67,617	121,986
Discounted at 12%	84,081	165,472	48,011	97,321
Internal rate of return	20.5%	28.6%	19.2%	26.7%
Payback period	3.8	3.0	3.9	3.2
Total start-up capital	345.5 (US $M)		214.5 (US $M)	
Total life of mine capital	357.7 (US $M)		225.9 (US $M)	
Projected Life of Mine (years)	8.0		9.0	

Assumptions

- Zinc price of US$1.26/lb and lead price of US$1.04/lb Base Case over life of mine average (weighted).
- Zinc price of US$1.27/lb and lead price of US$1.04/lb Fume Case over life of mine average (weighted).
- Metal prices are based on an average of prices from the World Bank and Wood Mackenzie. Prices peak from 2017 to 2022. Production is planned for 2017 but delays in production may increase the risk of not realizing the benefits of forecast high metal prices.
- NPV is as of 2015. 20% contingency applied to the capital expenditure direct estimates. Corporate income tax rate of 30%.
- $PbSO_4$ assumes Pb concentrate terms with 95% payability for lead, and a 3% deduction. Long term treatment charges ($284/tonne) are based on average of Wood Mackenzie treatment charge forecasts for Pb concentrate.
- For Fume Case bulk payability concentrate terms with 80% of zinc with 7% deduction and for lead payability of 95% with 3% deduction have been assumed.
- No contaminants penalties were allowed for the bulk concentrate and $PbSO_4$.
- Fume long-term treatment charges ($334/t) are based on average of Wood Mackenzie treatment charge forecasts for bulk concentrate.
- Cash cost/pound of zinc payable is net of lead credits and includes an US$0.08/lb premium for super high grade cathode in the Base Case.
- Anthracite is assumed to be sourced from the north of Peru. A cost of $117/t was utilized for the anthracite and a Currency Exchange Rate $1USD = 3.00 Peruvian Nuevo Sol was utilized for anthracite. Anthracite represents 41% and 56% of total processing costs of the Base Case and Fume Case respectively.
- A 3% contingency has been applied to all processing costs with the exception of anthracite which is presented as sensitivity and represents a risk to the project.
- It should be noted that the assumed level of payabilities for lead sulphate concentrate and zinc- lead oxide concentrate (Fume) used in the PFS were derived from a market study conducted by Wood Mackenzie and commissioned by Zincore, however, no buyers have been directly approached by the Company to confirm the assumed levels of payability.

Total adjusted cash costs (net of zinc premium and lead credits) for the Base Case were U.S. $333.8 million for the life of the mine, U.S. $31.58 per tonne milled, and U.S. $0.32 per pound of zinc payable. In the Fume Case the total adjusted cash costs (net of lead credits) were U.S. $749.7 million for the life of the mine, U.S. $65.00 per tonne milled, and U.S. $0.70 per pound of zinc payable.

Mineral Resource Model Yanque and Accha

As part of the PFS an updated mineral resource model for the Yanque deposit was constructed based on 2011 drilling at Yanque. The Accha resource model was updated based on the existing drill data. Previous drilling at Accha has encountered mineralization beyond the limits of the current Mineral Resource estimates and has potential for expansion with additional drilling. At Accha, the Company carried out exploration trenching and drilled six exploration holes, which identified new mineralized zones to the north of the previously identified limits of the deposit, as reported in the Company's news releases dated October 12 and December 9, 2010.

Accha

Updated Mineral Resources for Accha deposit that are amenable to underground and open pit mining methods, have an effective date of 5 July, 2013. As shown below, open pit Measured and Indicated Mineral Resources total 6,613 kt averaging 6.37% Zn and 0.78% Pb and 197 kt of Inferred Mineral Resources of 4.60% Zn and 0.51% Pb using a cut-off grade of 2.2% Zn Eq. Underground Measured and Indicated Mineral Resources total 937 kt at an average grade of 5.57% Zn and 0.96% Pb and Inferred Mineral Resources total 553 kt at an average grade of 5.07% Zn and 0.81% Pb using a cut-off grade of 3.79% ZnEq.

Accha Mineral Resource Estimate Showing Sensitivity of the Estimate to Various Cut-off Grades (Base Case is highlighted)

Mineral Resources Amenable to Open Pit Mining Methods

No.	ZnEq CUT-OFF (%)	TONNAGE (KT)	ZnEq (%)	Zn (%)	Pb (%)	CONTAINED ZnEq (MLB)	CONTAINED Zn (MLB)	CONTAINED Pb (MLB)
Measured	**2.2**	**2,119**	**8.75**	**8.11**	**0.93**	**408.8**	**378.9**	**43.4**
	3.0	1,983	9.17	8.49	0.97	400.7	371.4	42.6
	4.0	1,751	9.91	9.18	1.06	382.6	354.4	40.9
	5.0	1,527	10.71	9.91	1.16	360.4	333.5	38.9
Indicated	**2.2**	**4,494**	**6.03**	**5.55**	**0.71**	**597.4**	**549.9**	**70.3**
	3.0	3,700	6.77	6.23	0.79	552.5	507.9	64.6
	4.0	2,916	7.66	7.04	0.89	492.2	452.8	57.1
	5.0	2,286	8.53	7.85	0.98	429.9	395.8	49.4
M&I	**2.2**	**6,613**	**6.90**	**6.37**	**0.78**	**1,006.0**	**928.7**	**113.7**
	3.0	5,683	7.61	7.02	0.86	953.2	879.3	107.2
	4.0	4,667	8.50	7.85	0.95	874.8	807.2	98.0
	5.0	3,813	9.40	8.68	1.05	790.3	729.4	88.3
Inferred	**2.2**	**197**	**4.95**	**4.60**	**0.51**	**21.5**	**20.0**	**2.2**
	3.0	151	5.66	5.25	0.60	18.8	17.5	2.0
	4.0	124	6.13	5.69	0.64	16.8	15.6	1.7
	5.0	89	6.77	6.29	0.69	13.3	12.3	1.4

Mineral Resources Amenable to Underground Mining Methods

No.	ZnEq CUT-OFF (%)	TONNAGE (KT)	ZnEq (%)	Zn (%)	Pb (%)	CONTAINED ZnEq (MLB)	CONTAINED Zn (MLB)	CONTAINED Pb (MLB)
Measured	**3.79**	**17**	**5.73**	**4.58**	**1.66**	**2.1**	**1.7**	**0.6**
	4.0	17	5.74	4.60	1.66	2.2	1.7	0.6
	5.0	12	6.24	5.06	1.72	1.7	1.3	0.5
Indicated	**3.79**	**920**	**6.24**	**5.58**	**0.95**	**126.5**	**113.3**	**19.2**
	4.0	840	6.46	5.79	0.98	119.6	107.1	18.1
	5.0	554	7.49	6.72	1.12	91.4	82.0	13.6
M&I	**3.79**	**937**	**6.23**	**5.57**	**0.96**	**128.6**	**115.0**	**19.8**
	4.0	857	6.45	5.76	0.99	121.8	108.9	18.7
	5.0	566	7.46	6.68	1.13	93.1	83.4	14.1
Inferred	**3.79**	**553**	**5.63**	**5.07**	**0.81**	**68.6**	**61.8**	**9.9**
	4.0	514	5.76	5.19	0.82	65.3	58.8	9.3
	5.0	277	6.95	6.34	0.90	42.5	38.7	5.5

Assumptions

- Mineral Resources have an effective date of 5 July 2013. The Mineral Resource estimates and geological models were prepared by Christopher Wright, P.Geo. of AMEC and reviewed by Stella Searston, RM SME of AMEC who is the Qualified Person as defined under NI 43-101 for the estimate.
- Mineral Resources are reported inclusive of Mineral Reserves. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
- The estimate uses Ordinary Kriging as the interpolation method in a percent block model with a block size of 5x5x5 m. Density utilized in the mineral resource estimates was 2.51 t/m³ for mineralization, and 2.57 t/m³ for waste.
- Mineral Resources are estimated using a conceptual Lerchs-Grossmann pit shell and conceptual stope outlines that assumed a US$1.28 lb zinc price, a US$1.05/lb lead price, marketing treatment, and refining costs of US$0.201/lb for zinc and US$0.289/lb for lead, metallurgical recovery of 86.9% for zinc and 97.7% for lead, a mining cost of US$2.09/t for open pit and of US$34.92/t for underground mining, and processing, general and administrative costs of US$48.15/t.
- Overall slope angle for the Accha open pit is 33°.
- Mineral Resources are reported above a marginal cut-off grade of 2.20% ZnEq. for the open pit estimate. Underground Mineral Resources are reported above a cut-off grade of 2.20% ZnEq, below the resource pit shell and within conceptual stope outlines defined at a break-even cut-off grade of 3.79% ZnEq. Zinc equivalent (ZnEq) was calculated by applying the differential of metallurgical recoveries and metal prices net of selling costs to zinc and lead grades.
- Contained zinc and contained lead represent estimated metal contained in the ground and have not been adjusted for metallurgical or other recovery factors.

- The metal prices used for the Mineral Resources estimates are based on a combination of AMEC`s internal guidelines (based on long-term consensus prices) and those sourced from Wood Mackenzie and the World Bank. It is industry practice to apply higher long-term metal prices used for Mineral Resources than that used for Mineral Reserves.
- Rounding as required by reporting guidelines may result in apparent summation differences between tonnes, grade and contained metal content.

Yanque

The new Yanque Mineral Resource estimate which is amenable to open pit mining methods, replaces the previous estimate announced by Zincore in 2011. This new estimate incorporates diamond drill data from 45 holes drilled in the Zincore 2011 drill campaign, executed from May to 18 August, 2011 and totalling 6,527.30 m. The estimate totals 26.491 kt of Indicated Mineral Resources with an average grade of 2.37% Zn and 2.18% Pb and 1.169 kt of Inferred Mineral Resources with an average grade of 2.17% Zn and 1.09% Pb. Resources are estimated within a conceptual Lerchs–Grossmann pit shell constructed using a zinc price of US $1.28/lb Zn and US $1.05/lb Pb and reported using a marginal cut-off grade of 1.67% zinc equivalent (ZnEq).

Yanque Mineral Resource Estimate Showing Sensitivity of the Estimate to Various Cut-off Grades (Base Case is highlighted)

Mineral Resources Amenable to Open Pit Mining Methods

No.	ZnEq CUT-OFF (%)	TONNAGE (KT)	ZnEq (%)	Zn (%)	Pb (%)	CONTAINED ZnEq (MLB)	CONTAINED Zn (MLB)	CONTAINED Pb (MLB)
Indicated	**1.67**	**26,491**	**3.87**	**2.37**	**2.18**	**2,261.5**	**1,385.3**	**1,270.0**
	2.00	23,242	4.16	2.55	2.33	2,129.9	1,306.7	1,193.1
	4.00	8,701	6.34	4.05	3.32	1,216.0	777.4	635.7
Inferred	**1.67**	**1,169**	**2.91**	**2.17**	**1.09**	**75.1**	**55.8**	**28.0**
	2.00	1,081	3.00	2.24	1.11	71.5	53.3	26.3
	4.00	20	5.21	3.32	2.75	2.3	1.5	1.2

Assumptions

- Mineral Resources have an effective date of 5 July 2013. The Mineral Resource estimates and geological models were prepared by Christopher Wright, P.Geo. of AMEC and reviewed by Stella Searston, RM SME of AMEC who is the Qualified Person as defined under NI 43-101 for the estimate.
- Mineral Resources are reported inclusive of Mineral Reserves. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
- The estimate used Ordinary Kriging as the interpolation method in a percent block model with a block size of 5x5x5 m. The density utilized in the mineral resource estimates was 2.37 t/m³ for mineralized material and 2.49 t/m³ for waste.
- Mineral Resources are confined within a conceptual Lerchs–Grossmann pit shell and are estimated using a US$1.28/lb zinc price, a US$1.05/lb lead price, overall pit slope angles of 40º, metallurgical recovery of 86.9% for zinc and 97.7% for lead, a mining cost of US$1.89/t, zinc premium of 5%, lead payability of 94.1%, marketing, treatment and refining costs of US$0.201/lb for zinc and US$0.289/lb for lead, and processing, general and administrative costs of US$36.66/t. Zinc equivalent (ZnEq) was calculated by applying the differential of metallurgical recoveries and metal prices net of selling costs to zinc and lead grades.
- Contained zinc and contained lead represent estimated metal contained in the ground and have not been adjusted for metallurgical or other recovery factors.
- The metal prices used for the Mineral Resources estimates are based on a combination of AMEC`s internal guidelines (based on long-term consensus prices) and those sourced from Wood Mackenzie and the World Bank. It is industry practice to apply higher long-term metal prices used for Mineral Resources than that used for Mineral Reserves.
- Rounding as required by reporting guidelines may result in apparent summation differences between tonnes, grade and contained metal content.

Mineral Reserves

As part of the PFS, AMEC completed a mine plan which evaluated open pit mining at Yanque and a combined open pit and underground operation at Accha for both the Base Case and the Fume Case. Conventional selective open pit mining operations are contemplated, and include drilling, blasting, loading, and hauling by trucks. Dilution factors were applied to the block model in order to simulate the interaction between blocks during the mining process. Final open pit designs were defined by an iterative modeling process (skin analysis). As part of this analysis, non-economic marginally mineralized material was excluded from the pit, improving the strip ratio. Pit optimization was carried out using the Lerches–Grossmann algorithm, and pit designs were constructed using reasonable mining, processing, general and administration, refining, treatment and marketing costs. The underground mine design at Accha utilizes the cut and fill method.

Mineral Reserves Statement assuming Base Case, Effective Date July 11, 2013

CLASSIFICATION	TONNAGE (KT)	Zn GRADE (%)	Pb GRADE (%)	Zn CONTAINED (MLB)	Pb CONTAINED (MLB)
Accha Open Pit					
Proven	754	8.43	0.73	140.2	12.2
Probable	468	7.39	0.59	76.3	6.1
Proven & Probable	**1,223**	**8.03**	**0.68**	**216.5**	**18.3**
Accha Underground					
Proven	307	11.79	1.70	79.8	11.5
Probable	704	9.74	1.25	151.3	19.4
Proven & Probable	**1,011**	**10.36**	**1.39**	**231.1**	**30.9**
Yanque Open Pit					
Proven	0	0.00	0.00	0.0	0.0
Probable	8,338	3.97	2.60	730.5	477.1
Proven & Probable	**8,338**	**3.97**	**2.60**	**730.5**	**477.1**
Total					
Proven	1,061	9.40	1.01	219.9	23.7
Probable	9,510	4.57	2.40	958.0	502.5
Total Accha and Yanque Proven & Probable	**10,571**	**5.05**	**2.26**	**1,177.9**	**526.2**

Assumptions

- Mineral Reserve estimates have an effective date of 11 July 2013. The Mineral Reserves estimates assuming open pit mining methods were prepared by Sergio Muñoz, Senior Mining Eng., RM Comisión Minera (Chile) of AMEC, and by William Bagnell P.Eng. of AMEC for the estimates assuming underground mining methods.
- Mineral Reserves are estimated using the following assumptions: a US$1.03/lb zinc price, a US$0.95/lb lead price, and an economic function that includes an average processing, G&A, and ore haulage costs of US$60.59/t in Accha and US$37.50/t in Yanque and, marketing, treatment and refining costs of US$0.201/lb for zinc and US$0.289/lb for lead, a zinc premium of 5%, a lead payability of 94.1%, and metallurgical recoveries for zinc of 89.6% in Accha and 86.9% in Yanque, and lead recoveries of 97% in Accha and 97.7% in Yanque. Open pit mine designs assumed average inter-ramp pit slope angles of 37° and 46° for Accha and Yanque respectively.
- The open pit referential cut-off grades for Accha are 3.5% Zn and for Yanque are 2.2% Zn. The referential cut-off grade for underground is 6.0% Zn.
- The projected life-of-mine strip ratio for the Accha pit is 3.32 and for the Yanque pit is 1.36.
- The metal prices used for the Mineral Reserves estimates are based on AMEC`'s internal guidelines (which are based on long-term consensus prices).
- Rounding as required by reporting guidelines may result in apparent summation differences between tonnes, grade and contained metal content.

Based on the Mineral Reserve estimates for the Base Case, the forecast life-of-mine is eight years with an average ore production rate of 1,340 kt per year with the first year at 80% production and the last year at 15%. The Accha underground operations will be conducted simultaneously with the Accha open-pit operations, commencing two years after open pit pre-stripping begins. The amount of waste rock produced from operations is estimated to be 15,404 kt, with a waste/ore average stripping ratio of 3.32 and 1.36 for the Accha and Yanque open pits, respectively. The combined life of mine stripping ratio for both open pits is 1.58.

Mineral Reserves Statement assuming Fume Case, Effective Date July 11, 2013

CLASSIFICATION	TONNAGE (KT)	Zn GRADE (%)	Pb GRADE (%)	Zn CONTAINED (MLB)	Pb CONTAINED (MLB)
Accha Open Pit					
Proven	651	9.26	0.80	132.9	11.4
Probable	388	8.26	0.66	70.7	5.6
Proven & Probable	**1,039**	**8.88**	**0.74**	**203.5**	**17.1**
Accha Underground					
Proven	237	13.78	1.97	71.9	10.3
Probable	547	11.17	1.43	134.6	17.2
Proven & Probable	**783**	**11.96**	**1.59**	**206.5**	**27.5**
Yanque					
Proven	0	0.00	0.00	0.0	0.0
Probable	9,711	3.57	2.86	763.3	611.5
Proven & Probable	**9,711**	**3.57**	**2.86**	**763.3**	**611.5**
Total – Accha & Yanque					
Proven	888	10.46	1.11	204.8	21.7
Probable	10,646	4.13	2.70	968.5	634.4
Total Accha & Yanque Proven & Probable	**11,533**	**4.61**	**2.58**	**1,173.3**	**656.1**

Assumptions

- Mineral Reserve estimates have an effective date of 11 July 2013. The Mineral Reserves estimates assuming open pit mining methods were prepared by Sergio Muñoz, Senior Mining Eng., RM Comisión Minera (Chile) of AMEC by William Bagnell P.Eng. of AMEC (for the estimates assuming underground mining methods.
- Mineral Reserves are estimated using the following assumptions: a US$1.03/lb zinc price, a US$0.95/lb lead price, and an economic function that include an average processing, G&A ore haulage of US$60.12/t in Accha and US$36.80/t in Yanque, marketing, treatment and refining cost of US$0.290/lb for zinc and US$0.190/lb for lead, zinc payability of 79.4%, lead playability of 89%, and metallurgical recoveries for zinc of 91.0% in Yanque and 93.8% in Accha, and lead recoveries of 97.7% in Yanque and 97.0% in Accha. A percent model was used with a blocks size of 5x5x5 m. Open pit mine designs assumed average inter-ramp pit slope angles of 37° and 46° for Accha and Yanque respectively.
- The life-of-mine strip ratio for the Accha pit is 4.08 and for the Yanque pit is 1.36.
- The Fume Case open pit referential cut-off grades for Accha are 5.5% Zn, and for Yanque are 2.9% Zn. The cut-off grade for Accha underground is 8.6% Zn.
- The metal prices used for the Mineral Reserves estimates are based on AMEC`'s internal guidelines (based on long-term consensus prices).
- Rounding as required by reporting guidelines may result in apparent summation differences between tonnes, grade and contained metal content.

The Fume Case life-of-mine forecast is nine years, and assumes an average ore throughput of 1,349 kt per year with 80% of annual production capacity in the first year and 80% of the annual production capacity in the last year. The Accha underground operations are planned to be conducted simultaneously with the Accha open-pit operations, commencing two years after open pit pre-stripping begins. The amount of waste rock produced from operations is projected to be 17,485 kt, with a waste/ore average stripping ratio of 4.08 and 1.36 for Accha and Yanque respectively.

Metallurgy

Since the end of 2009, the Company has successfully investigated and tested metallurgical treatment procedures that achieve high metal recoveries. Zincore thereby proposed a central processing facility to treat all the mineral resources from the District. Laboratory testing during 2010 of a reductive roasting technology (Waelz Kiln) returned positive results of 97% zinc extraction from Accha and 76% zinc extraction from Yanque. The test work was carried out at the Mintek Research Facility in South Africa, under the supervision of Metallicon Process Consulting ("Metallicon"). The Company then decided to pilot test larger samples. A ten tonne representative sample from the Accha deposit was tested, with positive results, under the supervision of Metallicon and Hatch, at the CPSA plant located in Pacasmayo, Peru. For a head grade of 10.3% zinc and 1.1% lead, recoveries were in excess of 92% zinc and 99% lead which produced a calcine concentrate with grades greater than 65% zinc and 7% lead. A ten tonne representative sample from the Yanque deposit was collected and sent to the CPSA plant for testing under the same control conditions as Accha. For a head grade of 10.7% zinc and 1.8% lead, recoveries were in excess of 93% zinc and 98% lead which produced a calcine concentrate with grades greater than 61% zinc and 11% lead.

The results of the metallurgical test work were released in September 2010 and Metallicon's summary report is available on the Zincore website at www.zincoremetals.com. The test work to date on both the Accha and Yanque deposits confirms that a Waelz kiln can process material from different deposits while delivering high percentage recoveries and grades. These results were used in the PEA.

In July 2012, Zincore entered into two separate contracts with Mintek in South Africa and IMN Gliwice in Poland in order to perform the metallurgical test work for the PFS. Representative samples were sent to both locations and parameter testing was concluded. The results of this work confirmed the positive results of previous test work and were incorporated into the PFS.

Other Accha Zinc Oxide District Project Prospects

Prior to 2013 the Company had located within the Accha Zinc Oxide District, as many as nine other zinc oxide prospects including Corrales, Gema, Puyani, Yanque East, and Titiminas West. The Company believes that further exploration on these areas can result in the expansion of the resources at the AZOD project which would increase its projected mine life and scope.

In February 2013, the Company announced that results from a reconnaissance program indicated five new primary and seven new secondary zinc-lead targets that may also increase the potential for the Company's AZOD project. The new exploration targets have been subdivided according to their importance. Five primary targets; Huayta, Hualla, Cali, Urpi and Osco, exhibit anomalies of zinc and lead in sediments and are hosted in good geological settings for this type of mineralization. Argillic and gossan alteration, very similar to the indications for the Company's Accha and Yanque deposits, has also been observed in ASTER images. In addition, seven secondary targets which are hosted in good geological settings for mineralization and exhibiting gossan alteration as indicated by ASTER image analysis, have also been identified. Sediment samples have not yet been collected for the seven secondary targets.

The geophysical surveys carried out by New Sense Geophysics Ltd. ("NSG"), covered all concessions on Zincore's entire AZOD property package of more than 50,000 hectares and consisted of aerial geophysical studies comprising approximately 4,800 line kilometers at 200 metre spacing. In addition the full scope of reconnaissance activities included an airborne magnetometric and spectrometric survey of the 60,000 hectares of the AZOD block of claims plus Dolores area, ASTER multispectral satellite image interpretation, DEM structural interpretation, district geological reconnaissance, partial district stream sediment geochemical survey and partial district soil geochemistry survey. Fathom Geophysics, ("Fathom") helped analyze and interpret the airborne geophysical and ground data, as well as the ASTER images and structural model.

Dolores

In 2008 the Company discovered a copper-molybdenum porphyry target east of Yanque called Dolores. A large target area was identified and sampling and assaying were confined to a road cut that exposed the underlying mineralization and returned encouraging high-grade values.

In 2010 surface mapping, sampling and geophysical work confirmed that the Dolores prospect forms a large porphyry system that is approximately six kilometres in diameter. High grade copper-gold mineralization associated with classic potassic and phyllic alteration within a larger argillic halo exposing characteristic multiple phase porphyritic intrusions, hydrothermal breccias, dense stockwork veining and peripheral skarn mineralization are exposed along a recently improved access road to the community of Yanque.

VDG del Peru SAC of Lima was contracted to carry out a deep reconnaissance IP survey over 22 square kilometres with 500 metre line-spacing (48 line kilometres). Magnetic and Gamma Spectrometry were also completed within the same target area at 250 metre line spacing (92 line kilometres).The survey was completed late in 2010 and results confirmed the presence of large chargeability and magnetic anomalies that are consistent with porphyry style mineralization. Drilling started in early 2011 following the approval of the first stage drill permit and results from the first two holes were released on March 3, 2011. The results from the second hole indicated consistent and evenly distributed copper and molybdenum mineralization throughout the length of the hole, including 0.27% copper equivalent over 297 metres. The mineralization was encountered just below the surface (at about 18 metres) and extended to 315 metres with no zero grade intervals. No significant values were intercepted for the first drill hole, which is located almost two kilometres from the second one and which intersected what is believed to be a younger, unmineralized intrusive within the Dolores system.

Results of the last eight holes drilled were released in early October 2011. Highlights include: 0.32% copper equivalent over 144.4 metres, including 0.49% copper equivalent over 72.4 metres in hole DOL- 9; 0.29% copper equivalent over 116 metres in hole DOL-10; and 0.20% copper equivalent over 33.7 metres in hole DOL-7. Copper equivalent totals were calculated at the time using TD Newcrest long term prices of US$2.25/lb copper and US$15/lb molybdenum with metallurgical recoveries and net smelter returns assumed to be 100%.

Holes DOL-2, 7, 9, and 10 all intersected moderate potassic alteration in the mineralized diorite porphyry along with moderate to strong quartz veining over significant widths. In addition, holes DOL- 6, 7 and 8 intersected wide sections of garnet skarn with anomalous to sub-economic copper values over 4 to 8 metre intervals.

Company geologists have extended the geological mapping and sampling southward in order to better understand the vectors controlling the emplacement of the copper-molybdenum mineralization. This work has confirmed that the altered and mineralized porphyry extends to the south for at least another 1.5 kilometres and possibly further.

Trenching south of the drilled area in 2011 returned 52.0 metres of 0.76% copper equivalent from continuous channel samples. This trench (”Trench One”) is located in an undrilled area 450 metres south of hole DOL-10 and 1 kilometre west of hole DOL-9 respectively, two of the most highly prospective holes drilled on the Dolores property to date. The copper and molybdenum mineralization is hosted within the same altered quartz diorite porphyry cut in the drill holes. Continuous 1.0 metre chip samples across the trend of the mineralized trench have returned: 52 metres of 0.67% copper, 165 ppm molybdenum as well as anomalous gold and silver values.

In May 2012, the Company announced results from sampling in a second trench (”Trench Two”) which included 0.61% copper equivalent over 11 metres. Trench Two is located approximately 500 metres and one kilometre from holes DOL – 9 and DOL – 10, respectively. The copper and molybdenum mineralization encountered in Trench Two consists of primary sulphides and is hosted within the same altered quartz diorite porphyry encountered in Trench One and the holes drilled to date.

The Company also discovered high grade copper mineralization during surface exploration work on the Dolores project. The latest surface sample results, from three separate areas, reported in May 2012, include evidence of a new skarn area with samples of up to 3.35% and 3.11% copper. All three areas are located between 1.5 to 2.0 kilometres south of holes DOL – 9 and DOL – 10.

The Company has worked to extend the geological mapping and sampling south of the currently drilled area and the results to date confirm that the altered and mineralized porphyry extends to the south from one to two kilometres and possibly further.

On May 8, 2012, the Company entered into a Memorandum of Understanding (”MOU”) to form a strategic partnership with First Quantum Minerals Ltd. (”First Quantum”). Under the terms of the MOU a wholly-owned subsidiary of First Quantum made a strategic investment in the Company. Subsequent to the MOU, the Company and First Quantum entered into a formal Earn-In Shareholders Agreement (the ”Earn-In Agreement”) on August 28, 2012 (the ”Formal Agreement Date”). Under the terms of the Earn-In Agreement, First Quantum can earn up to an 80% interest in Polymex (at that time a 100% owned subsidiary of Zincore) which indirectly controls the Dolores copper porphyry project. In order to earn its 80% interest First Quantum must fund the advancement of the project through exploration, and if warranted, development and production. Details of the funding/earn-in structure are as follows:

- First and Second Earn-Ins: First Quantum committed to spend US$3.0 million at Dolores by August 28, 2013 to earn an unvested 30% equity interest in Polymex.

- The 30% interest will vest if First Quantum provides written notice (the "Vesting Notice") within 60 days of the first anniversary of the Formal Agreement Date that it will commit to spend an additional US$5.0 million (the "Second Earn-In") within 18 months of the date of the Vesting Notice (the "Vesting Notice Date"). This notice was received by Zincore in October 2013. After the additional US $5.0 million is spent, First Quantum will have earned a 50.1% interest in Polymex. If First Quantum fails to meet its Second Earn-In commitment it will have to forfeit its 30% interest in Polymex.
- Zincore will be the operator until First Quantum has fulfilled the requirements of the Second Earn-In with oversight from First Quantum by way of a technical committee.

- Third Earn-In: First Quantum can earn an additional 9.9% in Polymex by producing a NI-43-101 compliant Indicated resource estimate (and associated technical report) of more than one million tonnes of contained copper at a 0.20% cut-off grade within three years following the Vesting Notice Date.
- Fourth Earn-In: First Quantum will have the option to earn an additional 10% of Polymex by providing within four years of the Vesting Notice Date studies in sufficient detail that under industry customs and norms a fully informed construction decision can be made.
- Fifth Earn-In: First Quantum can acquire an additional 10% interest in Polymex provided that commercial production at Dolores commences within 96 months of the Formal Agreement Date. First Quantum will be responsible for funding all costs associated with construction of a mine and bringing the Dolores Area to commercial production including Zincore`s share of capital expenditures for construction. Zincore will repay its portion of the construction cost from 70% of its portion of the available cash flow from the project.

At the end of the completion of the fifth earn-in the Company will have a 20% interest in Polymex which it can elect to convert to a 3% Net Smelter Return Royalty.

During the fourth quarter of 2013, First Quantum notified the Company of its intention to vest its first earn in of a 30% interest in Polymex. As of March 31, 2014, First Quantum had contributed US $6,565,565 ($6,592,498 in Canadian dollars) in cash towards their earn in commitments. First Quantum has also incurred exploration expenditures totalling US $970,636 to make their total earn in contribution to the project, as of March 31, 2014, a total of US $7,536,201. In April 2014, First Quantum contributed an additional US $346,453 in cash towards its second earn-in and as of the date of this MD&A has a current total earn-in contribution of US $7,882,654.

In June 2012, the Company secured a contract with surface rights holders south of the up-to-date explored Dolores area, allowing the extension of mapping, sampling and geophysics into this area.

In August 2012, field work commenced with a structural survey focused on recognizing the most important mineralized features of the project. Three mineralized corridors have been identified.

Systematic sampling was extended (geochemical grid) south and west in the project, as well a tighter sampling was achieved to the north and east. The results show consistent anomalous values of copper and molybdenum in the east and northeast zone of the project as well as extensions of a large anomaly to the south and west. The geological mapping work has revealed a mineralized quartz-monzonite porphyritic body located 500 metres to the south of DOL-10.

In November 2012, the Company released assay results from hole Dol-11 which is the first hole drilled on Dolores under the term of the MOU. Highlights included 0.27% copper equivalent over 35.7 metres and 0.19% copper equivalents over 125.6 metres. Copper equivalent totals were calculated at the time using TD Securities long term prices of US$2.75/lb copper and US$15.00/lb molybdenum and do not include any potential gold or silver credits. Metallurgical recoveries and net smelter returns are assumed to be 100%.

On January 8, 2013, results from holes Dol-12 and Dol-13 were released and highlights from those results include 0.17% copper equivalents over 584.7 metres in hole Dol-12, including 0.26% copper equivalent over 143 metres, 0.35% copper equivalent over 36.4 metres, 0.40% copper equivalent over 10 metres, and 0.31% copper equivalent over 45.8 metres. Copper equivalent totals were calculated at the time using TD Securities long term prices of US$2.75/lb copper and US$15.00/lb molybdenum and do not include any potential gold or silver credits. Metallurgical recoveries and net smelter returns are assumed to be 100%. Results in Hole Dol-13 did not return high copper values, however, the hole was intended to be a deep exploratory probe and did meet its goal of intersecting at depth what had been interpreted as mineralized quartz diorite porphyry dikes and quartz chalcopyrite veinletes at the contact between the barren tonalite porphyry and quartzites. Hole Dol-13 is located 2.7 kilometres north of Dol-12, where copper and molybdenum mineralization was found in the same quartz diorite porphyry but in higher grades.

On March 21, 2013, the Company announced results from holes Dol-14 to Dol-17 which were the final holes of the first drill program under the joint venture with First Quantum. Highlights from the results include: 72.35 metres of 0.26% copper equivalent, including 21.3 metres of 0.44% copper equivalent in Hole DOL-17 and 298.6 metres of 0.16% copper equivalent, including 20.0 metres of 0.40% copper equivalent in Hole DOL-15. Copper equivalent totals were calculated at the time using TD Securities long term prices of US$3.00/lb copper and US$12.00/lb molybdenum and do not include any potential gold or silver credits. Metallurgical recoveries and net smelter returns are assumed to be 100%.

These results to date confirm the existence of a very large porphyry system at Dolores encompassing at least 3.5 kilometres north to south and 1.5 kilometres east to west. Within this area six different phases of porphyry intrusion have been intersected; one is pre-mineralization, three are mineralized and two are post-mineralization. The multiphase nature of porphyry intrusion and the widespread occurrence of copper-molybdenum mineralization within this large area attest to the mineral endowment of the system.

The drill and trench results gathered to date, combined with extensive aerial and ground geophysical work, provide the Company with an important body of information that has been re-interpreted by the project's technical committee in order to plan the next phase of work on this project. It is the Company's intention to focus its future exploration efforts in finding a higher grade mineralized body within this large system. To that end, an initial drill program of 1,500 metres is scheduled to begin during the latter part of the second quarter or early part to the third quarter of 2014. Once the results of these holes are received and interpreted, subsequent drilling plans will be determined.

Copper Reconnaissance within the AZOD

During the fourth quarter of 2012, New Sense Geophysics Ltd completed work on an airborne spectrometric and magnetometric survey, consisting of 4800 line-km covering all properties of the AZOD concessions. The results of this work highlighted new, high profile copper exploration targets. The various magnetic, radiometric, geochemical and geological anomalies all overlap and point to two first-class copper porphyry exploration targets at Alcatraz and Larisa, as well as numerous secondary targets. See news release dated January 23, 2013 for further details.

In order to fully explore these new areas, in July 2013 the Company, announced that it has expanded its strategic partnership with First Quantum under a binding MOU to pursue a regional copper exploration program over 55,000 hectares of Zincore's 100% owned property package (the "Reconnaissance Properties"). First Quantum will fund exploration on the Reconnaissance Properties until April 1, 2015. During that time, if a copper target area is determined then a Framework Agreement will be executed between Zincore and First Quantum in order to develop the target under a new joint venture (a "Copper Target JV"). Each Framework Agreement will be subject to the laws of Peru and will allow First Quantum, at its sole discretion, the right to earn up to an 80% interest in the Copper Target JV by achieving specified objectives.

- First Earn-In: First Quantum can earn a 50.1% interest in a the Copper Target JV by incurring at least US$4 million in exploration expenditures per Copper Target Area within 30 months of First Quantum being granted a mining assignment for such Copper Target Area (the "Effective Date"). Once First Quantum has incurred an aggregate of US$4 million in exploration expenditures for a Copper Target Area, its 50.1% interest in the Copper Target JV shall be earned (the "Vesting Date").
- Second Earn-In: First Quantum shall have the right to acquire an additional 9.9% interest in the Copper Target JV, for an aggregate interest of 60%, by producing a Canadian NI 43-101 compliant technical report with a minimum threshold of an Indicated resource estimate of 1 million tonnes of contained copper, using a 0.20% cut-off grade within the relevant Copper Target Area, within 18 months of the Vesting Date.
- Third Earn-In: First Quantum shall have the right to earn an additional 10%, for an aggregate 70% interest in the Copper Target JV, by providing within 36 months of the Vesting Date, studies in sufficient detail that under industry customs a fully informed development decision can be made.
- Fourth Earn-In: First Quantum shall have the right to acquire an additional 10%, for an aggregate 80% in the Copper Target JV by commencing copper production at the target within 96 months of the Effective Date. If commercial production does not commence within the designated period, the parties' interests in the Copper Target JV shall remain at 70% for First Quantum and 30% for Zincore. First Quantum will be responsible for funding all costs associated with construction of a mine and bringing any Copper Target Area to commercial production including Zincore`s share of capital expenditures for construction to reach commercial production. Zincore's 20% (or 30%, if applicable) portion of the construction costs shall be repaid from 70% of the dividends that Zincore would otherwise be entitled to receive on a pro rata basis from the Copper Target JV.

At any time, Zincore has the option to convert its shareholding interest in a Copper Target JV into a 3% net smelter royalty payable on all minerals extracted and marketed from the Copper Target Area.

On December 10, 2013, the Company announced that First Quantum has selected three Copper Target Areas for further exploration. The two companies will now execute separate framework agreements for each Target Area to further explore and, if warranted, develop the Targets as joint ventures. The three Copper Target Areas are Larisa, Gema and Alcatraz (formerly referred to as Laca-Laca). All three areas are thought to have sound potential to be further explored for potentially developing as copper projects. Next steps for these Targets will include infill soil-sampling programs and detailed mapping at a scale of 1:2,000 over all geochemical anomalies to identify and prioritize initial drill targets.

Larisa

The Larisa Copper Target Area is located approximately 5.5 kilometres west of the Accha zinc deposit in the north part of the AZOD. 258 soil samples have been taken on a regular grid of north-south orientation, with a spacing of 400 meters. In anomalous areas, additional samples were subsequently taken every 200 meters. In addition, 54 rock samples were gathered and the area was mapped at a scale of 1/10,000.

The main soil anomaly covers an area of 1.4 kilometres by 400 metres in an east-west direction with copper values ranging from 100 to 900 ppm, molybdenum values from 2 to 10 ppm and gold values from 15 to 41 ppb. Copper values for rock samples collected within the anomaly area range from trace up to 1.29% copper for a sample of mineralized intrusive.

An IP survey is planned for the second quarter of 2014.

Alcatraz (Formerly referred to as Laca-Laca)

The Alcatraz Copper Target Area is located approximately 5 kilometres north of the Dolores copper-molybdenum project in the southwest quadrant of the AZOD. The airborne geophysical survey delineated magnetic and radiometric anomalies measuring 5 kilometres by 1 kilometre, with a northeast orientation.

To date, surface work on the Alcatraz Target has been limited to the southern sector of the airborne anomaly, as permission from a community to the north has only recently been granted. So far, 386 soil samples have been taken on a regular grid of north-south orientation, with a spacing of 400 meters. In anomalous areas an infill campaign was also conducted, with samples collected on 200 meter centers. At Alcatraz, a 3.5 kilometre by 700 metre anomaly has copper values in soil ranging from 100 to 7,500 ppm and molybdenum ranging from 4 to 119 ppm. This anomaly is open to the north and has not yet been mapped in its entirety. The copper-molybdenum soil anomaly is mainly hosted by quartzites and occurs along the margin of the large radiometric anomaly, again similar to the relationship observed at the Dolores project.

The current plans are that a 2,500 metre drill program will be carried out on Alcatraz during the third and fourth quarters of 2014.

Gema

The Gema Copper Target Area is located along the western boundary of the AZOD. 288 soil samples have been taken on a grid of 400 metres by 400 meters. In addition, 74 rock samples have been gathered and 52 metres of trenching have been performed. Currently, soil samples are being taken in a 200 metre by 200 meter grid in anomalous areas. Mineralization identified at surface so far is mainly represented by structurally controlled garnet skarn with associated copper-iron oxide +/-zinc-lead-silver values.

The main soil anomaly at the Gema Target is associated with outcropping intrusive in the central part of the Target and covers an area measuring 3 kilometres by 800 metres with copper in soil values ranging from 80 to 300 ppm. On the western edge of this copper anomaly there is a multi-element anomaly (copper, molybdenum, arsenic, antimony, bismuth, tellurium and thallium) in sedimentary rocks, covering an area of 4 kilometres by 700 metres with copper values ranging from 60 to 500 ppm, arsenic values ranging from 40 to 898 ppm and antimony values ranging from 8 to 202 ppm. Additionally 16 rocks samples were collected from within the main copper soil anomaly area and include intrusive rocks and skarn which have values ranging from trace to 1.5% copper and trace to 177 ppb gold.

An IP survey is planned for the second quarter of 2014.

In April 2014 First Quantum contributed a total US $206,200 in cash towards its earn-in commitments relating to the three copper target areas selected from the Reconnaissance Properties. Of this cash contribution, US $46,500 will be allocated to Gema, US $136,500 will be allocated to Alcatraz, and US $23,200 will be allocated to Larisa.

Minasccasa

Only a small amount of work has been done recently on the 100%-owned Minasccasa property, located in the Andahuaylas-Yauri metallogenic belt in southern Peru, 400 km southeast of Lima, due to lack of funds. Although full access agreements with the communities in the area have not been completed, the Company has been granted partial access in order to do some work. The Company has not focussed on this opportunity lately due to market conditions and lack of financial means. This project has been excluded from the MOU with First Quantum discussed above under "Copper Reconnaissance within AZOD". In June 2013 the Company paid all fees to keep the claims in good standing and will put greater focus on obtaining a social licence to begin a full exploration program once sufficient funding is obtained. Zincore is actively looking for a partner to advance this project as soon as possible.

QUARTERLY FINANCIAL INFORMATION

This selected consolidated financial data should be read in conjunction with the Company's unaudited interim consolidated financial statements for the three month periods ended March 31, 2014 and 2013 and the audited consolidated financial statements for the years ended December 31, 2013 and 2012.

FISCAL QUARTER ENDED	MARCH 31, 2014 (IFRS)	DEC 31, 2013 (IFRS)	SEPT 30, 2013 (IFRS)	JUNE 30, 2013 (IFRS)	MARCH 31, 2013 (IFRS)	DEC 31, 2012 (IFRS)	SEPT 30, 2012 (IFRS)	JUNE 30, 2012 (IFRS)
Interest and other income	$ 628	$ 239	$ 195	$ 10,400	$ 2,301	$ 13,019	$ 15,704	$ 9,992
Net loss	$ (597,336)	$ (512,321)	$ (630,921)	$ (843,442)	$ (673,938)	$ (1,096,875)	$ (950,261)	$ (909,976)
Net loss per share	$ (0.02)	$ (0.01)	$ (0.02)	$ (0.02)	$ (0.02)	$ (0.03)	$ (0.03)	$ (0.03)
Total assets	$ 48,889,009	$ 46,808,495	$ 45,138,708	$ 45,685,758	$ 43,037,427	$ 40,872,579	$ 37,079,823	$ 38,972,688
Total liabilities	$ 7,456,479	$ 6,986,106	$ 9,435,461	$ 9,071,691	$ 7,113,280	$ 5,145,613	$ 793,254	$ 548,405

In general, overall spending levels have varied commensurate with the changes in the Company's exploration, development and corporate activities. Quarterly variances in net loss have generally been impacted by four key factors: mineral property write-offs, share-based compensation expense, foreign exchange gains or losses, and general exploration expense.

Net loss increased during the first quarter of 2014 primarily due to foreign exchange losses. As well, there was no gain on the revaluation of warrants as occurred during the fourth quarter of 2013. Losses decreased during the third and fourth quarters of 2013 when compared to the second quarter of the same year primarily due to a foreign exchange gain during the third quarter and gain on the revaluation of warrants during the fourth quarter, as well as the forgoing of board fees and salary reductions during both periods. Net loss was higher in the second quarter of 2013 compared to the first quarter of the same year due to the hiring of a Vice-President, Exploration as well as significantly higher foreign exchange loss as a result of entering into a US dollar denominated convertible loan. Net loss was lower during the first quarter of 2013 compared to the fourth quarter of 2012 primarily due to the accrual of deferred compensation in 2012 which will only be payable upon completion of a future successful financing by the Company. Other administrative costs during the quarter were kept to a minimum as the Company continued to look at ways to preserve cash. This deferred compensation accrual is the primary reason, as well, for the increase in net loss during fourth quarter of 2012 compared to the other quarters of the same year.

Costs were generally lower in the third quarter of 2012 than in the second quarter of the same year, however a large financial advisory fee relating to the joint venture agreement with First Quantum resulted in the net loss being comparable between the two periods. .

Share-based compensation expense is impacted by vesting schedules, forfeitures and the number of options granted. Foreign exchange losses vary based on the strengthening or weakening of the Canadian dollar relative to the U.S. dollar and Peruvian soles as well as U.S. dollar denominated cash and debt balances. Interest income varies with changes in cash balances and interest rates.

General exploration expense varies depending on the focus of activities within the Company. During periods where the Company is evaluating new opportunities general exploration expense is typically higher than in other periods.

Total assets increased significantly during the first quarter of 2014, and first, second and fourth quarters of 2013 primarily as a result of the increase in value of the US dollar and the resulting translation of the Company's US dollar based assets to Canadian dollars which is the Company's presentation currency. In addition there was continued work on the PFS on the AZOD and exploration work, including drilling in the first quarter of 2013, on the Dolores project.

Total assets during the third quarter of 2013 and the third quarter of 2012 decreased as a result of the decrease in the value of the US dollar and the resulting translation of the Company's assets US dollar based assets to Canadian dollars which is the Company's presentation currency. The decrease during the third quarter of 2013 was partially offset by the equity financing completed in September of that year.

Total assets in the first and second quarters of 2012 increased primarily as a result of equity financings. There has also been significant PFS, metallurgical, and drilling activity on the AZOD project, as well as drilling on the Dolores project, which has contributed to the increased asset and current liability levels over the periods. As well, the increase in assets and liabilities in the fourth quarter of 2012, the first three quarters of 2013, and the first quarter of 2014 largely reflects the contribution by First Quantum to their earn-in relating to the Dolores project. The decrease in total liabilities during the fourth quarter of 2013 is the result of First Quantum electing to vest its 30% interest in Polymex which resulted in the Company re-classifying the first earn-in contributions by First Quantum from liabilities to equity. In addition, during the second quarter of 2013, the Company entered into a convertible loan agreement with First Quantum the value of which, as at March 31, 2014, was $2,337,362.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Zincore is a mineral exploration company and as such is not in commercial production at any of its mineral properties and, accordingly, it does not generate cash from operations. Zincore will need to raise additional funds through future issuance of securities, or through joint venture or disposition of its properties. The Company currently has negative working capital and although Zincore has been successful in raising funds in the past, there can be no assurance Zincore will be able to raise sufficient funds in the future, in which case Zincore may be unable to meet its obligations as they come due in the normal course of business. It is not possible to predict whether financing efforts will be successful or if Zincore will attain a profitable level of operations. Since inception, Zincore has incurred cumulative losses of $30,009,701 as at March 31, 2014, and as of the same date, has negative working capital totalling $3,147,995. These factors may cast significant doubt regarding Zincore's ability to continue as a going concern. Should Zincore be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts on the statements of financial position.

During the three month period ended March 31, 2014, the Company issued 392,318 common shares valued at $39,232 and recorded in consulting and management fees, to its CEO in lieu of payment of a portion of his earnings relating to the three month period ending February 28, 2014.

On March 24, 2014, the Company announced that it had closed the first tranche of a non-brokered private placement of units (the "Units") for gross proceeds of $330,000. The first tranche consisted of 2,444,444 Units at a price of $0.135 per Unit. Each Unit is comprised of one common share and one-half of a common share purchase warrant. Each whole warrant will entitle the holder to purchase one common share at $0.19 for 24 months. The 1,222,222 warrants issued were valued at $33,000 by using the Black-Scholes options pricing model assuming no dividends are to be paid; volatility of 52%; risk free interest rate of 1.02%; and an estimated life of 2 years. This amount was allocated against share capital and recorded in reserves in the condensed consolidated interim statements of financial position. The total offering, announced on March 17, 2014, was for a maximum gross proceeds of up to $861,000, however, on April 28, 2014 the Company announced that it would not be proceeding with a second tranche of the private placement.

On September 16, 2013, the Company announced its intention to raise by a brokered private placement gross proceeds of US $1.585 million by issuing 5,866,709 units at a price of US $0.27 per unit. Each unit would consist of one common share and one-half of a common share purchase warrant. Each whole warrant would entitle the holder to purchase one common share at US $0.36 for up to 24 months. On September 27, 2013 the Company announced that it had closed the first tranche of the private placement for gross proceeds of US $750,000 ($771,375 in Canadian dollars). This first tranche consisted of 2,777,775 units at a price of US $0.27. The 1,388,887 warrants issued relating to this first tranche were valued at $157,361 by using the Black-Scholes options pricing model assuming no dividends are to be paid, volatility of 103%; risk free interest rate of 1.24%; and an estimated life of 2 years. This amount was recorded in share capital as share issue costs, and share purchase warrants, in the consolidated statements of financial position. On October 17, 2013, the Company announced that is private placement would be closed and the Company would not be proceeding with a second tranche. As of March 31, 2014, approximately $651,375 of this private placement was spent relating to general and administrative costs in Peru and Canada and approximately $120,000 was spent on the PFS for AZOD.

In July 2013, the Company announced that it has expanded its strategic partnership with First Quantum under a binding MOU to pursue a regional copper exploration program over 55,000 hectares of Zincore's 100% owned property package (the "Reconnaissance Properties"). First Quantum will fund exploration on the Reconnaissance Properties until April 1, 2015. During that time, if a copper target area is determined then a framework agreement will be executed between Zincore and First Quantum in order to develop the target under a new J.V. Each Framework Agreement will be subject to the laws of Peru and will allow First Quantum, at its sole discretion, the right to earn up to an 80% interest in the Copper Target JV by achieving specified objectives. A detailed description of the MOU is contained above under the heading "Property Review". In November 2013, the Company reported that three areas on the AZOD property area had been confirmed as high priority copper targets.

On April 17, 2013, the Company completed a loan agreement with First Quantum whereby First Quantum provided the Company with US $2 million ("the Loan") for working capital purposes. The term of the agreement was for one year, or as extended by mutual agreement between both parties and the interest rate is LIBOR plus 5%. The repayment options are as follows: Unless Zincore chooses to repay the loan in cash prior to maturity, First Quantum will choose at or before maturity, one of the following three conversion options to receive repayment:

- Credit all or a portion of the Loan amount towards the First Quantum's obligations to incur project expenditures for the Dolores joint venture as per the terms of the agreement dated August 28, 2012;
- Credit all or a portion of the Loan amount towards the First Quantum's obligations to earn an interest into any new copper target relating to the "MOU" announced on July 23, 2013; or
- Convert all or a portion of the Loan amount into Zincore shares, subject to the prior approval of Zincore shareholders if the conversion would result in the issuing of a number of shares greater than 10% of the Company's issued and outstanding common shares at the time of conversion. Any conversion of the loan amount into Zincore shares would be at the greater of the volume weighted average trading price of the Company's shares on TSX for the five days prior to the date of conversion, or US $0.48/share. The price of the conversion was originally US $0.08/share, but was changed to US $0.48/share as a result of the share consolidation completed in August 2013.

As of March 31, 2014, the Company has accrued total interest expense of US $114,686 ($121,903 in Canadian dollars), and recorded foreign exchange losses totalling $174,258 relating to this loan. Included in these amounts are $32,044 (March 31, 2013 - $nil) in interest expense and $86,973 (March 31, 2013 - $nil) in foreign exchange losses which relate to the three month period ended on March 31, 2014.

As of the date of this MD&A, a formal agreement is being finalized to extend the term of the loan by one year. All other terms and conditions of the loan agreement will remain the same.

As at March 31, 2014, Zincore had negative working capital of $3,147,995 compared to negative working capital of $2,812,137 at December 31, 2013. Working capital consists of current assets less current liabilities. However, the $2,337,362 convertible loan, recorded as a current liability, is not required to be paid back in cash. First Quantum has three options it can choose, varying from earning an interest in certain properties to receiving Zincore common shares, in lieu of re-payment in cash. As well, included in current liabilities, the Company has recorded deferred compensation accruals, recorded during the fourth quarter of 2012, totalling $462,000 which are only payable upon completion of a successful financing by the Company. The working capital decrease was due to general geological work, sampling, and camp maintenance on the AZOD property, trenching and sampling on the Dolores project and general corporate activities both in Canada and Peru. These expenditures were partially offset by $248,319 in cash received from First Quantum as installments for its earn - in relating to the Dolores joint venture and net proceeds of a private placement totalling $330,000.

Expenditures on the Accha Zinc Oxide District and Dolores property during the three month period ended March 31, 2014 totalled $325,185 and $68,965 respectively. Expenditures totalling $292,333 on the Accha Zinc Oxide District relate to the copper reconnaissance agreement with First Quantum and are being funded by them in full. Total expenditures on all the Company's projects during the three month period ended March 31, 2014 totalled $394,943. Zincore does not hold any asset-backed commercial paper and has current liabilities as at March 31, 2014 totalling $3,695,718. Accounts payable and accrued liabilities relate principally to trade payables and as at March 31, 2014, these payables relate primarily to the PFS work on the AZOD project. As well, included in accounts payable and accrued liabilities is unpaid compensation totalling $462,000 which will not be paid until a successful financing is complete and the Company is in a stronger financial position.

As discussed above, as at March 31, 2014, the Company shows a working capital deficiency of $3,147,995 on it condensed consolidated interim financial statements. However, if we remove the convertible loan of $2,337,362, as it is not required to be repaid in cash, and the deferred compensation of $462,000, as it is not required to be paid until the board of directors decide that a financing of significant size has been obtained, the working capital deficiency of the Company is reduced to $348,644. In order to make up for this deficiency, and fund future obligations as they come due, the Company is actively pursuing all avenues to raise additional cash including, but not limited, the following:

- Raising equity capital through private placement.
- Find a partner for the AZOD project.
- Find a partner for the Minascassa project.
- Secure another convertible loan.
- Sale of interest in any of the Company's projects.

There is no guarantee the Company will be successful in any of these initiatives.

During the past year the Company has implemented several key initiatives in order to preserve cash during these difficult times for junior mining companies. These initiatives have included:

- Entering into option agreements with partners whereby the partners fund exploration expenditures to earn an interest in certain projects.
- Salary reductions for executive staff ranging from 25% to 50%.
- Reduction in daily rate for the CEO as well as requiring that 50% of his fees be paid in common shares of the Company.
- Vice-President, Exploration and General Counsel positions eliminated.
- Staff in Canada working from virtual offices to eliminate office rent expenditures.
- Board of Directors foregoing fees.
- Working with our sole large creditor to extend payment deadlines. To date, this creditor has been accommodating.

Even with these cost savings in place, the Company's future is still dependent on finding sources of financing in order to continue as a going concern.

As of March 31, 2014, First Quantum had contributed US $6,565,565 ($6,592,498 in Canadian dollars) in cash towards its earn in commitments relating to the Dolores joint venture. First Quantum has also incurred exploration expenditures totalling US $970,636 to make their total earn in contribution to the project, as of March 31, 2014, total US $7,536,201. In April 2014, First Quantum contributed an additional US $346,453 towards its second earn-in and as of the date of this MD&A has a current total earn-in contribution of US $7,882,654.

In April 2014 First Quantum contributed a total US $206,200 in cash towards its earn-in commitments relating to the three copper target areas selected from the Reconnaissance Properties. Of this cash contribution, US $46,500 will be allocated to Gema, US $136,500 will be allocated to Alcatraz, and US $23,200 will be allocated to Larisa.

The Company's material contractual obligations are for an office sub-lease entered into in September 2010 and expiring in September 2017.

	TOTAL	2014	2015	2016	2017
Operating lease obligations	$ 600,496	$ 130,480	$ 176,256	$ 176,256	$ 117,504

In March 2012 the Company signed an agreement to sublease its current office space until September 2017 which will enable it to fully offset the remaining commitment relating to its operating lease obligations. The agreement became effective on April 15, 2012.

OFF-BALANCE SHEET TRANSACTIONS

The Company does not utilize off-balance sheet transactions.

RELATED PARTY TRANSACTIONS

Prior to October 2013 the Company paid remuneration for management services to a company controlled by Zincore's Chief Executive Officer ("CEO"). Fees were paid based on a daily rate pursuant to a consulting contract, approved by the Company's Board of Directors. In October 2013 the Company commenced paying its CEO directly rather than to a company controlled by him:

	THREE MONTHS ENDED MARCH 31, 2014	THREE MONTHS ENDED MARCH 31, 2013
Remuneration paid to a company controlled by a director for contracting services	$ -	$ 73,677

As of March 31, 2014, First Quantum owns 20.2% of the Company's issued and outstanding common shares and is considered a related party.

PROPOSED TRANSACTIONS

As is typical of the mineral exploration and development industry, Zincore is continually reviewing potential merger, acquisition, investment and joint venture transactions and opportunities that could enhance shareholder value.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Zincore's financial instruments consist of cash and cash equivalents, exploration advances and other receivables, convertible loan, share purchase warrants, and accounts payable. The Company has designated its cash and cash equivalents as financial assets at fair value through profit or loss, which are measured at fair value. Exploration advances and other receivables are classified as loans and receivables, which are measured at amortized cost. Accounts payable are classified as other financial liabilities, which are measured at amortized cost. Convertible loan and share purchase warrants are classified as financial liabilities at fair value through profit and loss, which are measured at fair value. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risk arising from these financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity of prompt liquidation.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Critical accounting policies and estimates are disclosed in notes 2(n) and 2(o) to the Company's audited consolidated financial statements for the years ended December 31, 2013 and 2012. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the recoverability of prepaids, exploration advances, and receivables which are included in the consolidated statements of financial position;
- the inputs used in accounting for share-based compensation expense in the consolidated statements of comprehensive income (loss);
- the inputs used in accounting for share purchase warrants in the consolidated statements of comprehensive income (loss);
- the provision for income taxes which is included in the consolidated statements of comprehensive loss and composition of deferred income tax assets and liabilities included in the consolidated statement of financial position at March 31, 2014; and
- the inputs used in determining the various commitments and contingencies accrued in the consolidated statements of financial position.

CHANGES IN ACCOUNTING POLICIES

The accounting policies applied in preparation of these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's consolidated financial statements for the year ended December 31, 2013, with the exception of certain amendments to accounting standards issued by the IASB, which were applicable from January 1, 2014. For the purpose of preparing and presenting the financial information for the relevant period, the Company has adopted the following new standards relevant to the current period:

- IFRIC 21 - Levies imposed by government: IFRIC 21 is effective for annual periods commencing on or after January 1, 2014.

This amendment did not have a significant impact on the Company's unaudited condensed interim consolidated financial statements.

Certain new accounting standards and interpretations have been published that are not effective for the March 31, 2014 reporting period. The Company is currently assessing the potential impact of the adoption of the following standard:

- IFRS 9 - Financial Instruments: The IASB recently suspended the originally planned effective date of January 1, 2015 and at present the effective date has not been determined.

SHARE CAPITAL INFORMATION

As at the date of this MD&A, Zincore has an unlimited number of common shares authorized for issuance, with 41,111,001 common shares issued and outstanding.

As at the date of this MD&A, Zincore has 3,611,661 stock options outstanding with a weighted average exercise price of $0.98 per option. Of this total, 3,114,989 stock options are exercisable with a weighted average exercise price of $1.10. As well the Company has 4,519,442 warrants outstanding the details of which are as follows:

AMOUNT		EXERCISE PRICE	EXPIRY DATE
1,222,222	$	0.19	MARCH 24, 2016
1,908,333	$	2.40	JUNE 15, 2014
1,388,887	$	U.S. 0.36	SEPTEMBER 27,2015
4,519,442			

The Company has two classes of preferred shares authorized with none issued.

DISCLOSURE CONTROLS AND PROCEDURES

As required by National Instrument 52-109, management is responsible for the design, establishment and maintenance of disclosure controls and procedures over the public disclosure of financial and non-financial information regarding the Company, and internal control over financial reporting to provide reasonable assurance regarding the integrity of the Company's financial information and reliability of its financial reporting. Management maintains appropriate information systems, procedures and controls to ensure integrity of the financial statements and maintains appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete and reliable. The Company has a Disclosure and Stock Trading Policy and a Disclosure Committee in place to mitigate risks associated with the disclosure of inaccurate or incomplete information.

The Company's management, with the participation and under the supervision of its Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), have designed the disclosure controls and procedures to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to them on a timely basis; and designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of the Company's financial reporting.

The Company has maintained accounting personnel in Peru, and contracts with third parties in Mexico. Although the Company's finance staff is small in number management believes appropriate segregation of duties within the finance department has been maintained. However where segregation of duty deficiencies exist, the Company relies on certain compensating and detection controls, including dual signatories on all cash disbursements, review and approvals of all bank reconciliations by persons other than the preparer, and quarterly and annual review of financial statements, and other information by the Audit Committee.

An evaluation of the effectiveness of the Company's disclosure controls and procedures was conducted as of December 31, 2013. Based upon the results of that evaluation, the Company's CEO and CFO have concluded that as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective in providing reasonable assurance that the material information relating to the Company was made known to them on a timely basis and was processed and disclosed within the appropriate reports and time periods.

The Company's management believes that any disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Due to the inherent limitations in all controls systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected. In order to preserve cash during this current difficult market environment, the Company no longer has its external auditors review its quarterly financial statements.

There has been no change in the Company's internal control over financial reporting during the three month period ended March 31, 2014 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.