

**CANADA ZINC METALS CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

June 30, 2012

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## 1.1 Date

This Management Discussion and Analysis (“MD&A”) of Canada Zinc Metals Corp. (“Canada Zinc Metals” or the “Company”) has been prepared by management as of October 26, 2012 and should be read in conjunction with the consolidated audited financial statements and related notes thereto of the Company for the years ended June 30, 2012 and 2011, which were prepared in accordance with International Accounting Standards (“IAS”) 34, “Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and International Financial Reporting Interpretations Committee (“IFRIC”).

The Company is presently a “Venture Issuer”, as defined in NI 51-102.

This MD&A may contain “forward-looking statements” which reflect the Company’s current expectations regarding the future results of operations, performance and achievements of the issuer, including potential business or mineral property acquisitions and negotiation and closing of future financings. The issuer has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as “anticipate,” “believe,” “estimate,” “expect” and similar expressions. The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Issuer to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

## 1.2 Overall Performance

The Company was incorporated under the laws of the Province of British Columbia on February 10, 1988. The Company operates in one business segment, that being the exploration and development of mineral properties in Canada.

As at the date hereof, the Company has mining interests in properties located in British Columbia.

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## **Akie Property, Kechika Trough District, BC (zinc, lead, silver)**

The Company holds a 100% interest in the Akie Property, which is located approximately 260 kilometers north-northwest of the town of Mackenzie in northeastern British Columbia.

The Akie zinc-lead-silver property is situated within the Kechika Trough, the southernmost extension of the regionally extensive Paleozoic Selwyn Basin, one of the most prolific sedimentary basins in the world for the occurrence of SEDEX zinc-lead-silver and stratiform barite deposits.

Drilling on the Akie property by Inmet Mining Corporation during the period 1994 to 1996 and by Canada Zinc Metals since 2005 has identified a significant body of lead-zinc-silver sedimentary exhalative (SEDEX) mineralization named the Cardiac Creek deposit. The deposit is hosted by variably siliceous, fine grained clastic rocks of the Middle to Late Devonian Gunsteel Formation, the same host formation for other known deposits in the district, including Teck Resources/Korea Zinc's joint-ventured Cirque deposit, located about 15 kilometres to the northwest.

### **2012 Updated Resource Calculation: Cardiac Creek Deposit**

In the spring of 2012, the Company re-engaged Rob Sim, P. Geo., to re-evaluate, calculate and produce an updated 43-101 compliant resource on the Cardiac Creek deposit. Robert Sim is an independent qualified person for the purposes of NI 43-101.

The technical report, entitled "NI 43-101 Technical Report Akie Zinc-Lead-Silver Project, British Columbia, Canada" and dated March 14, 2012, can be found on SEDAR ([www.sedar.com](http://www.sedar.com)). The report updates the work done by the Company since May of 2008, the date of the previous 43-101 compliant resource calculation. The new resource builds on surface diamond drilling completed by the Company during the period mid-2008 to the end of 2011 and establishes the Cardiac Creek deposit as one of the premier undeveloped zinc-rich base metal projects in the world.

The mineral resource estimate presented in the report has been generated from drill hole sample assay results and the interpretation of a geologic model which relates to the spatial distribution of zinc, lead and silver. Interpolation characteristics have been defined based on the geology, drill hole spacing and geostatistical analysis of the data. The resources have been classified by their proximity to the sample locations and are reported, as required by NI 43-101, according to the CIM standards on Mineral Resources and Reserves. Extensive analysis of the drill sample database shows that it is sound and reliable for the purposes of resource estimation. The resource model has been developed

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in accordance with accepted industry standards resulting in a mineral resource defined within the indicated and inferred categories.

The revised estimate consists of an indicated resource of 12.731Mt grading 8.38% zinc, 1.68% lead, and 13.7g/t silver, at a cut-off grade of 5% zinc; and an inferred resource of 16.287Mt grading 7.38% zinc, 1.34% lead, and 11.6g/t silver, at a cut-off grade of 5% zinc. Using this estimate, the deposit contains 2.4 billion pounds of zinc, 472 million pounds of lead and 5.6 million ounces of silver in the indicated category (at 5% zinc cut-off), and 2.6 billion pounds of zinc, 482 million pounds of lead and 6.1 million ounces of silver in the inferred category (at 5% zinc cut-off).

The calculated mineral resource estimate, at a series of industry-standard cut-off Zn grades, can be seen in the table below.

Cut-off Grade (Zn %)	ktonnes	Zn (%)	Pb (%)	Ag (gpt)	Combined Zn + Pb (%)
<b>Indicated</b>					
2	20,088	6.59	1.31	11.2	7.90
3	17,683	7.15	1.43	12.0	8.58
4	15,195	7.75	1.56	12.8	9.31
<b>5</b>	<b>12,731</b>	<b>8.38</b>	<b>1.68</b>	<b>13.7</b>	<b>10.06</b>
6	10,342	9.05	1.81	14.6	10.86
7	7,798	9.89	1.98	15.6	11.87
<b>Inferred</b>					
2	48,102	4.62	0.83	8.1	5.63
3	33,016	5.61	1.02	9.4	6.63
4	23,278	6.50	1.19	10.5	7.69
<b>5</b>	<b>16,287</b>	<b>7.38</b>	<b>1.34</b>	<b>11.6</b>	<b>8.72</b>
6	11,026	8.28	1.50	12.5	9.78
7	7,092	9.29	1.67	13.7	10.96

(1) "Base case" cut-off grade of 5% Zn highlighted in table

(2) Mineral resources are not mineral reserves as the economic viability has not been demonstrated

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Highlighted in the table is the “base case” cut-off grade of 5% zinc for the sulphide resource, which is based on assumptions derived from operations with similar characteristics, scale and location. The report further states that the resource occurs as a relatively continuous zone which is favourable with respect to selectivity and other factors when considering mining options. This, when combined with the results of previous geological, metal zoning and structural investigations, and the results of drilling completed to date, suggest that the Cardiac Creek deposit has economic potential sufficient to warrant additional expenditures on exploration and development. The potentially economic portion of the deposit occurs over a known strike length of 1,300 metres, extends to at least 800 metres below surface and averages about 20 metres in thickness. The deposit currently remains “open” in all directions.

The report recommends an additional surface drill program of 8 holes (3,000 meters) to be completed to infill the current base case resource (>5% zinc) to approximately 100 metre intervals, allowing at least part of the present inferred resource to be elevated to the indicated category, and to provide more information on continuity of the Cardiac Creek zone mineralization which will be necessary in order to guide the planned underground exploration program. Continued metallurgical testing and environmental base line studies are also recommended.

Additional exploration drilling is recommended on the GPS showing and North Lead Anomaly targets present on the Akie property. These targets would involve approximately 2,000 metres of drilling in four drill holes.

Further delineation and exploration drilling at the Cardiac Creek deposit is being considered using underground drilling stations located in the footwall of the deposit on the 950m elevation. All permitting and engineering designs are complete and in hand in order to commence the underground drill program.

## **2011 Diamond Drill Program – Akie Property**

The 2011 diamond drilling program commenced in early June as part of Canada Zinc Metals’ exploration program on the Akie property and the regional Kechika properties; Pie and Mt. Alcock. The objective of this year’s drilling program was focused on several targets located on the Akie property including the Cardiac Creek deposit, the NW Extension and the SE Extension.

A total of 6,028.39 metres of drilling was completed in 15 drill holes. A total of 12 drill holes (5,667.81 metres) reached their intended target depths while 3 holes (360.58 metres) were abandoned due to poor ground conditions or excessive drill hole deviation.

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## Cardiac Creek Zone

Approximately half of the diamond drilling program was focused along the SE edge of the Cardiac Creek deposit with the intent to expand the deposit both up and down-dip and along strike on approximate 100 metre spacing from existing resource drill holes.

A total of 6 drill holes (A-11-92, A-11-93, A-11-95, A-11-96, A-11-98 and A-11-99) were completed on the Cardiac Creek deposit. These holes provided important infill information both up and down-dip as well as testing the strike extent of the high grade trend along the southeastern edges of the deposit. Step-out drilling was also conducted to the southeast and was designed to expand the known limits of the deposit.

The pierce point for hole A-11-92 represents an approximate 125 metre step-out along strike from A-95-16, situated 210 metres down-dip from A-94-04. The hole intersected 8.26 metres of 2.13% combined Zn-Pb, including 3.22 metres of 3.99% combined Zn-Pb. The high grade mineralization intercepted in hole A-11-93, which included 8.60 metres assaying 10.62% Zn+Pb (within which 2.78 metres assayed 17.66% Zn+Pb) is located 100 metres up-dip from A-95-16 and along strike from drill holes A-08-64 and A-08-66.

The pierce point for hole A-11-95 represents an approximate 100 metre step-out along strike from the high grade intercept in A-11-93 to the southeast. It is also situated between the pierce points for A-94-04 and A-11-92. The hole intersected 12.72 metres of 4.59% Zn+Pb, including 3.13 metres of 8.68% Zn-Pb. The results from this hole indicate that the mineralization of the deposit remains open to the southeast allowing for further expansion of the deposit. The pierce point for hole A-11-96 is located approximately 100 metres up-dip from A-08-66 in an open area situated below the Cardiac Creek showing. The hole intersected 26.12 metres of 5.65% Zn-Pb, including 5.28 metres of 10.01 % Zn-Pb. The area remains open for further drilling and continued expansion of the deposit towards the surface and the Cardiac Creek showing.

The pierce point for hole A-11-98 represents an approximate 100 metre step-out along strike from A-08-58 and up-dip from A-06-40 and A-08-66. Highlights include 11.27% Zn+Pb and 14.08 g/t Ag over 12.67 metres, including 14.54% Zn+Pb and 17.01 g/t Ag over 8.5 metres. The results from this hole continue to demonstrate the high-grade continuity of the mineralization along the southeastern margins of the deposit, which remains open for further drilling to the southeast.

The pierce point for hole A-11-99 is located approximately 130 metres down-dip from A-06-41 in an untested area of the deposit. Drilling intersected a very large 60.3 metre interval of proximal facies transitioning to Cardiac Creek Zone facies style of mineralization. Highlights include 5.08% Zn+Pb and 9.58 g/t Ag over 5.98 metres. The area remains open for further drilling and continued expansion of the deposit at depth.

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The results from these six drill holes are outlined in the table below.

<b>Drill Hole</b>	<b>From (m)</b>	<b>To (m)</b>	<b>Est .True Width(m)†</b>	<b>Zn (%)</b>	<b>Pb (%)</b>	<b>Ag (g/t)</b>	<b>Zn+Pb (%)</b>
A-11-92	599.24	607.50	6.04	1.83	0.30	5.43	2.13
Including	599.24	602.46	2.35	3.41	0.58	7.72	3.99
A-11-93	533.61	552.02	15.22	6.61	1.45	9.84	8.06
Including	538.13	548.44	8.52	8.60	2.02	11.82	10.62
Including	538.13	541.50	2.78	13.99	3.67	16.53	17.66
A-11-95	544.13	559.33	12.72	3.98	0.61	6.84*	4.59
Including	555.59	559.33	3.13	7.40	1.28	10.13*	8.68
A-11-96	283.73	315.36	26.12	4.80	0.84	7.7	5.64
Including	296.97	313.28	13.47	7.15	1.24	11.18	8.39
Including	300.00	311.91	9.83	7.42	1.29	11.32	8.71
Including	305.52	311.91	5.28	8.59	1.42	12.43	10.01
A-11-98	435.75	450.42	12.67	9.69	1.58	14.08	11.27
Including	436.91	449.78	11.11	10.36	1.71	14.59	12.07
Including	439.94	449.78	8.50	12.50	2.04	17.01	14.54
A-11-99	675.44	688.25	5.98	4.31	0.77	9.58	5.08
Including	678.60	683.34	2.21	5.18	0.94	11.94	6.12
And	708.49	730.72	10.42	1.21	0.18	3.22	1.39

(\*) For the purposes of weighted averages values below the detection limit were given a value half the detection limit

(†) True width calculations are based upon a deposit orientation striking at 130 degrees and dipping at -70 degrees. As such these are estimates and are subject to revision.

## *The NW & SE Extension's and GPS Showing*

A total of 8 holes (A-11-84 to A-11-91) were completed on the NW and SE Extension targets totaling 2432.11 metres. Three drill hole were completed at the SE Extension A-11-84 to A-11-86. Drill holes A-11-84 and A-11-85 were completed as part of the spring 2011 geotechnical program drilled to obtain geotechnical and hydrogeological information related to engineering design for underground exploration. Drill hole A-11-86 represented the first drill hole of the 2011 program. Drill holes 84 to 86 were collared along the newly constructed portal access trail, located approximately 850 metres along strike to the southeast of the known boundary of the Cardiac Creek deposit. These three drill holes intersected similar mineralization with minor sphalerite enrichment over variable widths that are indicative of the distal and proximal facies associated with the Cardiac Creek deposit and are generally a precursor to high grade zinc mineralization at depth. Results from A-11-84 and A-11-85 were highly variable, with anomalous

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zinc in the 100 to 1,000 ppm range. Drill hole A-11-86 returned a 54.86 metres interval with nominal values of zinc consistently running above 1,000 ppm and ranging up to 0.64% Zn. The results indicate that there is an enrichment of zinc progressing down-dip from surface. Additional geological analysis is required in order to assess the viability of future drill targets on the SE Extension.

## *NW Extension*

Drilling at the NW Extension followed up on promising proximal facies mineralization encountered in the 2010 drill program, including Cardiac Creek-style zinc mineralization in hole A-10-69 and the newly discovered Nick-style nickel-zinc rich mineralization in A-10-72. This interval appears to be similar in character to the nickel-zinc-lead-PGE (platinum group element) mineralization of the Nick Deposit in the Yukon, which is also anomalous in gold, copper and other elements. A five drill hole program (A-11-87 to A-11-91) totaling 1,708.22 metres was completed to test these discoveries.

Drill holes A-11-87 to A-11-89 tested for the development of proximal facies mineralization in the immediate vicinity of A-10-69, both along strike and up-dip. All three drill holes intersected variable widths of proximal facies mineralization and returned highly anomalous values of zinc and lead. Drill hole A-11-87 was drilled up-dip of A-10-69 and intersected 11.67 metres of proximal facies bedded pyrite mineralization. This mineralization is hosted within a broad envelope of zinc enrichment that returned 24.68 metres of 0.18% Zn. Hole A-11-88 was drilled along strike of A-10-69 to the southeast and intersected 14.16 metres of proximal facies mineralization and a 2.61 metre thick massive sulphide lens situated at the Gunsteel Formation – Road River Group contact. These intervals were associated with 17.54 metres of 0.38% Zn, 0.03% Pb, and 3.02g/t Ag; including zinc values reaching 1.11% Zn and 1.57 metres of 6.99% Zn, 0.25% Pb, 2.35g/t Ag respectively. Hole A-11-89 was drilled along strike of A-10-69 to the northwest and intersected two thin intervals of proximal facies mineralization associated with 19.00 metres of 0.16% Zn and 10.89 metres of 0.17% Zn. In addition to these intervals, a broad 29.0 metre zone consisting of distal laminated to bedded pyrite and nodular barite returned anomalous zinc values ranging from <1000 ppm to 1.73% Zn. This zone included an 18.67 metre interval of 0.38% Zn. This zinc enriched zone is situated just above the Gunsteel Formation – Road River Group contact.

Drill hole A-11-90, located approximately 400 metres along strike of hole A-10-69, tested the development of Nick-style Ni-Zn mineralization up-dip of the intercept encountered in hole A-10-72. Due to brittle faulting at the projected point of intersection, the Nick horizon was not intersected. However, a significant interval of proximal facies bedded pyrite mineralization was intersected over 41.1 metres, returning a 22.5 metre interval grading 0.31% Zn which includes individual samples returning 1.33% and 1.30% zinc. The presence of sub-economic zinc grades within the mineralization is similar in character to that observed at the North Lead Anomaly. This contrast between holes A-11-89 and A-11-90 indicates the presence of a larger, possibly, east-west structure that may form the

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boundary between the two target areas. While drill holes A-11-87 to A-11-89 tested the strike and up-dip extents of the proximal facies mineralization in the immediate vicinity of A-10-69, A-11-91 tested the down-dip extent. No significant mineralization was intersected at the anticipated target depth. It appears that brittle faulting has displaced the mineralization observed in the previous drill holes.

At this time, it appears the mineralization present at the NW Extension remains open to the southeast and to a limited extent up-dip and to the northwest. The results for these drill holes are summarized in the table below.

<b>Drill Hole</b>	<b>From (m)</b>	<b>To (m)</b>	<b>Est. True Width(m)*</b>	<b>Zn (%)</b>	<b>Pb (%)</b>	<b>Ag (g/t)</b>	<b>Zn+Pb (%)</b>
A-11-87	172.03	196.71	20.53	0.18	<0.01	1.99	0.18
A-11-88	206.26	223.82	10.96	0.38	0.03	3.02	0.41
and	240.89	242.46	0.98	6.99	0.25	2.35	7.24
A-11-89	218.29	237.29	13.68	0.16	<0.01	1.92	0.16
and	245.06	255.95	7.85	0.17	<0.01	1.01	0.17
and	275.00	293.67	13.48	0.38	0.01	1.71	0.39
A-11-90	151.26	173.24	16.82	0.31	0.02	2.85	0.33
A-11-91			No significant results				

(\*)True width calculations are based upon a deposit orientation striking at 130 degrees and dipping at -70 degrees. As such these are estimates and are subject to revision.

The final drill hole of the 2011 diamond drilling program targeted a massive bedded barite occurrence known as the GPS showing located along the western edges of the Akie property. Drill hole A-11-100 was abandoned at a depth of 99 metres of a planned 275 metres due to unexpected poor ground conditions within the hanging wall Road River Group stratigraphy. The target showing is hosted in a panel of recently interpreted prospective Gunsteel Formation stratigraphy situated directly along strike from the Cirque Deposit, which is located on the adjacent Cirque property, owned by Teck Resources Ltd and JV partner, Korea Zinc. The GPS showing remains a viable drill target for future exploration programs.

The North Lead Anomaly remains a high priority target for future drilling programs. The Company has initiated a detailed review of all drill holes in the North Lead Anomaly and plans to target a new series of drill holes to follow-up on significant mineralized intervals intersected in the 2010 drill program.

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## *Akie Underground Development*

In August 2011, the Company received an underground drill permit from the BC government for the Akie project which will facilitate advanced exploration of the Cardiac Creek deposit. Underground drilling is essentially unaffected by weather and will allow year-round operations. Planned development will initially be confined in the footwall of the deposit. Additional development would allow for a possible bulk ore sample to be taken providing data for pilot plant test work and marketability studies.

The underground drill permit is valid for a period of three years and is the main provincial permit required to build the surface and underground infrastructure required for a comprehensive diamond drill definition program on the Cardiac Creek deposit. The planned program is comprised of a first phase of 1,600 metres of underground development followed by 16,000 metres of underground diamond drilling, designed to upgrade the current 43-101 compliant resource to the measured and indicated category. Drill core from underground will be used in a systematic metallurgical sampling program intended to ensure metallurgical sampling across the full spectrum of the deposit. Underground development will also provide important engineering and geotechnical data for a second phase of exploration drilling and bulk sampling, and for future mine design.

The Company concluded the surface construction work tender process in the fall of 2011 and mobilized personnel and equipment to the site in September to commence work. The surface construction program included stripping of the planned underground portal site, preparation of the portal pad, construction of the waste rock dump site, and upgrade of the existing lower access road. At the onset of winter weather, work crews demobilized from the Akie property and the camp was closed for the season in November 2011. The Company anticipates resuming surface work construction with an aim to collaring the underground portal. The Company continues to examine tender bids and costs associated with underground development for exploration drilling. Engineering and environmental studies will continue over the winter months.

## **Geotechnical Programs – Akie Property**

Two short technical programs were completed in October 2010 and April 2011. The late 2010 program focused on several key sites near the Cardiac Creek deposit, gathering engineering data in support of planned underground exploration diamond drilling. Geotechnical engineering assessments were completed at the planned waste rock dump site and along the access to the planned portal. A portion of the lower access road was constructed to provide tracked access for a drill and an excavator. Preliminary engineering designs were prepared for the portal, decline, laydown area, dump site, settling pond and lower access.

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The 2011 spring program involved completion of the access trail to the proposed portal site and additional technical drilling (geotechnical and hydrogeological). The field data provided a basis for detailed engineering and environmental design criteria for final designs for a waste rock dump, access road, portal and underground decline. The final designs were submitted to the BC government for approval.

During access construction the surface expression of the Cardiac Creek zone was exposed. Preliminary mapping and sampling of the zone was completed during the summer exploration program. Of the two holes drilled along the access trail, Drill Hole A-11-85, located approximately 825 metres along strike from the deposit, intersected the Cardiac Creek zone 30 metres below surface from 60.40 metres to 83.40 metres (down hole depth). The interval of interest consisted primarily of interbedded sulphide and shale characteristic of proximal facies mineralization (thickly bedded pyrite +/- nodular barite) with minor sphalerite. Individual sulphide beds are on the order of 10-40 cm thick with an aggregate thickness in excess of 10 metres. Detailed core logging and sampling of these drill holes was completed during the summer exploration program.

## **Kechika Regional Project**

In addition to the Akie property, the Company 100% owns a large contiguous group of mineral claims that aggregate to a total of 10 properties that cover 68,000 hectares. The mineral claims stretch a distance of 140 km from the Pie property on the north boundary of the Akie property to the Thro property, near the northern reaches of the Gataga River. The properties cover the extent of the prospective Gunsteel Formation shale which is the known host of SEDEX mineralization in the Kechika Trough. The southernmost project boundary is located approximately 260 kilometers north-northwest of the town of Mackenzie. The Kechika project includes several properties with significant historical drill intercepts, including the Mt. Alcock property which has yielded a drill intercept of 8.8 metres grading 9.3% zinc+lead, numerous zinc-lead-barite occurrences, and several regional base metal anomalies. Historical drilling on the Bear-Spa property returned several drill intercepts of +10 metres grading 2.53 to 2.96% combined Zn-Pb and up to 20.6 g/t Ag. There has been no modern follow-up exploration on many of these properties.

On May 15<sup>th</sup>, 2012 the Company announced it had received a NI 43-101 compliant Technical Report entitled "NI 43-101 Technical Report on the Pie Property", dated May 4, 2012 and authored by Tanya Strate, P.Geol., an independent qualified person for the purposes of NI 43-101. The Technical Report highlights the SEDEX Zn-Pb-Ag prospectivity of the property, documents the results of field work completed on the property in 2011, and makes recommendations for further work, including drill testing of several zinc-lead-silver mineralization targets. The technical report can be found on SEDAR ([www.sedar.com](http://www.sedar.com)).

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On June 15<sup>th</sup>, 2012 the Company took receipt of a NI 43-101 compliant technical report entitled “NI 43-101 Technical Report on the Mt Alcock Property” dated May 31, 2012 and authored by Tanya Strate, P.Geol., an independent qualified person for the purposes of NI 43-101. Please refer to [www.sedar.com](http://www.sedar.com) to review the report.

The Technical Report highlights the history of previous exploration on the property since the 1970’s and identifies it as being prospective to host SEDEX Zn-Pb-Ag mineralization. The report documents the results of assessment work completed on the property in 2011, and makes recommendations for further work, including drill testing of the Main barite zone previously drill tested in 1989 and 1990. The property hosts several large soil geochemical anomalies that have never been drill tested and other zinc-lead-silver mineralization targets.

## **Regional Exploration Program – 2012**

Regional exploration in 2012 was focused on several properties in the southern Kechika Trough including Akie, Pie, Yuen and Mt. Alcock. Exploration activities consisted of an airborne geophysical survey flown over Akie, Pie and Mt. Alcock and an extensive hydrogeochemistry survey involving water sampling across several properties. These programs are briefly described below.

### **Airborne Geophysical Survey**

In August 2012, the Company engaged Geotech Ltd. Of Aurora, Ontario to complete a large-scale, 1,526 line kilometre airborne Vertical Time Domain EM (VTEM) geophysical survey over the Akie, Pie and Mt. Alcock properties. The primary goal of the survey was to obtain lithological and structural information near surface and at depth across the three properties, as well as define a geophysical response directly from the Cardiac Creek deposit.

A detailed orientation survey with 100 metre line spacing was conducted over the known extent of the Cardiac Creek deposit. This was intended to test the VTEM technology in the field and determine whether expected information was being acquired. The preliminary results from this orientation survey demonstrated a clear response from the Gunsteel Formation shale panel that is host to the Cardiac Creek deposit. In addition, other lithological boundaries such as the hangingwall siltstone and shale and footwall siltstone of the Road River Group were clearly defined. Interestingly, an unexpected positive response was detected to the east of Silver Creek. Based on the preliminary results from the orientation survey a decision was made to proceed with the remainder of the proposed survey over the broader Akie property, and the Pie and Mt. Alcock properties.

Coverage across the remainder of the Akie property, and Pie and Mt. Alcock properties consisted of 200 metre spaced lines. A secondary focus was placed on the West Pie target area with detailed coverage consisting of 100 metre spaced lines extending from the GPS showing to the southeast and to the property boundary to the northwest.

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The final results from this survey are expected in late October after which the Company will conduct a thorough and detailed interpretation. This is the first modern airborne geophysical survey undertaken on the Company's large land holdings. Prospecting, mapping, soil geochemistry and detailed geophysical ground surveys will be considered in 2013 for any anomalies generated by the 2012 VTEM surveys. The survey results on Mt. Alcock and Pie will also help confirm drill targets. Follow-up airborne VTEM survey infill lines may be warranted in 2013 for detail over any areas identified by the 2012 exploration program as having significant potential for sulphides.

## **Hydrogeochemistry**

Following up on the results of the 2011 baseline hydrogeochemistry, a total of 121 water samples were collected from primary and secondary drainages on the Akie, Pie, Yuen, and Mt. Alcock properties. Based on the initial field observations of turbidity, several areas returned highly anomalous levels of sulphate. These include the northern area of Central Pie, West Pie and Mt. Alcock. An additional sample was taken downstream of the GPS showing confirming its anomalous nature. Interestingly, certain drainages underlain by rocks of the Road River Group, generally thought to be non-prospective, returned anomalous values on the Pie, Mt. Alcock and Yuen properties. These areas will need to be investigated further in order to determine a possible source. The field observations are at this point preliminary results and will be confirmed by the analytical results at a future date, upon which final interpretations will be made. Based on the final interpretation, future sampling will focus on tertiary drainages in order to pinpoint the source of the sulphate anomalies and the presence of possible SEDEX style mineralization.

## **Drill Core Review**

In addition to the water sampling program, a review of the 2006 Pie drill core was undertaken. The 2006 Pie drill program was conducted by Ecstall Mining, and focused on the Central Pie area, immediately west of the main showing and along strike to the southeast near the southern property boundary. The review was intended to confirm the style and character of mineralization previously observed and to obtain a better understanding of the lithologies present within the Central Pie. This information will be used to guide future exploration drill holes on the Central Pie target area.

## **Regional Exploration Program – 2011**

Regional exploration in 2011 was focused on specific properties including Akie, Pie and Mt. Alcock. Exploration activities included mapping, prospecting, soil and rock sampling and review of historical data and drill core. The results from this program are summarized briefly below.

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## **Pie & Mt. Alcock Exploration**

The Pie and the Mt. Alcock properties were primary targets of the 2011 regional exploration program conducted on the Kechika group of properties. Work focused on the prospective black shales of West Pie; the nickel-in-rock anomalies of East Pie; and evaluation of the historical work conducted on the Mt Alcock property.

Mapping of the western side of the Pie property defined a significant panel of interpreted Gunsteel Formation shale encompassing 8 kilometers of strike length. A comprehensive 14.9 line kilometer soil sampling program was completed across this panel, with a total of 317 samples taken at 50 metre spaced intervals, along 400 metre spaced lines. The results of this survey identified a semi-continuous zinc anomaly situated along the important Gunsteel Formation – Road River Group contact, with values reaching 991 ppm. In addition, nodular barite occurrences have been discovered within this panel, indicating the presence of exhalative activity in the area.

Channel sampling was completed on these occurrences. Results returned nominal zinc values though locally they reached 2,200 ppm. It is important to note that the interpreted Gunsteel Formation shale present at the West Pie property, which also host the GPS bedded barite showing, are situated directly along strike from the Cirque deposit. Additional prospecting, mapping and select soil sampling have been carried out in the vicinity of the nickel-in-rock anomalies of East Pie in an attempt to discover the source of these anomalies.

Work on the Mt. Alcock property included a property-scale silt sampling program designed to provide geochemical information from key drainages. A soil geochemistry survey provided infill and extension soil sampling with a total of 259 samples taken at 50m spaced intervals, along 400 metres spaced lines. An evaluation of the historical drill core for due diligence purposes was also undertaken. An effort was made to preserve the remaining historical drill core from further deterioration. Historical drilling on the Mt. Alcock property has yielded a historic drill intercept of 8.8 metres grading 9.3% zinc+lead and 1.2 oz per ton silver in drill hole 89-3.

The results of the soil sampling program effectively linked previously known soil anomalies between the two historical soil sampling grids along the eastern edges of the property. The silt sampling program returned highly anomalous zinc values in excess of 1,500 ppm across the central and southeastern edges of the property while nominal silt values were obtained from the northwestern edge of the property. Future exploration efforts will focus on the underexplored central area of the property as well as expanding the soil coverage across the prospective eastern panel of Gunsteel shale.

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## Hydrogeochemistry

Late in the 2011 exploration season a small orientation water geochemistry survey was completed on the Pie and Akie properties with the purpose of testing for increased levels of sulphate in the water column downstream from known mineral occurrences. The Cardiac Creek (Akie), GPS (Akie) and Barite Breccia (Pie) showings were all tested. These occurrences returned elevated to highly anomalous levels of sulphate indicating that this method can be used as an effective regional exploration tool. Based on the results of the orientation survey an extensive sampling program was planned and executed for the 2012 exploration seasons.

### Summary of exploration expenditures incurred on various properties:

	Akie Property	Kechika Regional	DA	Total
<b>Acquisition Costs:</b>				
Balance, July 1, 2010	\$ 24,175,329	\$ 328,432	\$ 71,535	\$ 24,575,296
Additions	–	348	–	348
Write-off	–	–	(71,535)	(71,535)
Balance, June 30, 2011	24,175,329	328,780	–	24,504,109
Additions	–	1,563	–	1,563
<b>Balance, June 30, 2012</b>	<b>\$ 24,175,329</b>	<b>\$ 330,343</b>	<b>\$ –</b>	<b>\$ 24,505,672</b>
<b>Deferred Exploration Costs:</b>				
Balance, July 1, 2010	\$ 24,845,509	\$ 2,490,238	\$ 150,025	\$ 27,485,772
<u>Surface drilling program:</u>				
Camp equipment, depreciation	46,201	–	–	46,201
Camp operating	180,951	–	–	180,951
Drilling	4,838,253	15,033	–	4,853,286
Geology	182,085	16,193	–	198,278
Work assessment fees	72,336	18,284	–	90,620
Total surface drilling	5,319,826	49,510	–	5,369,336
<u>Geotechnical program:</u>				
Camp operating	314,953	–	–	314,953
Trail construction	600,177	–	–	600,177
Total geotechnical program	1,546,982	–	–	1,546,982
Community consultations	210,000	–	–	210,000
Environmental studies	236,940	–	–	236,940
Underground engineering	88,470	–	–	88,470
Project assessment	8,682	–	–	8,682
Metallurgical analysis	6,900	–	–	6,900
Less:				
Write-off	–	–	(150,025)	(150,025)
METC	(1,611,149)	–	–	(1,611,149)
Balance, June 30, 2011	30,652,160	2,539,748	–	33,191,908

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## Summary of exploration expenditures incurred on various properties (continued) :

Balance, June 30, 2011	30,652,160	2,539,748	–	33,191,908
<u>Surface drilling program:</u>				
Camp equipment, amortization	70,515	–	–	70,515
Camp operating	78,207	59,217	–	137,424
Drilling	1,624,841	169,309	–	1,794,150
Geology	198,476	281,013	–	479,489
Total surface drilling	1,972,039	509,539	–	2,481,578
<u>Underground development:</u>				
Engineering	187,777	–	–	187,777
Trail construction	1,705,263	–	–	1,705,263
Total underground development	1,893,040	–	–	1,893,040
Geotechnical program	19,550	–	–	19,550
Community consultations	91,745	–	–	91,745
Environmental studies	340,589	–	–	340,589
Project assessment	32,224	–	–	32,224
Metallurgical analysis	6,854	–	–	6,854
Less:				
METC	(919,250)	–	–	(919,250)
<b>Balance, June 30, 2012</b>	<b>34,088,951</b>	<b>3,049,287</b>	<b>–</b>	<b>37,138,238</b>
<b>Total July, 1, 2010</b>	<b>\$ 49,020,838</b>	<b>\$ 2,818,670</b>	<b>\$ 221,560</b>	<b>\$ 52,061,068</b>
<b>Total June 30, 2011</b>	<b>\$ 54,827,489</b>	<b>\$ 2,868,528</b>	<b>\$ –</b>	<b>\$ 57,696,017</b>
<b>Total June 30, 2012</b>	<b>\$ 58,264,280</b>	<b>\$ 3,379,630</b>	<b>\$ –</b>	<b>\$ 61,643,910</b>

### 1.3 Selected Annual Information

The following is a summary of certain financial information concerning the Company for each of the last three most recently completed financial years. Fiscal 2011 financial results have been restated to IFRS. Please refer to Note 19 in the audited consolidated financial statements for the year ended June 30, 2012.

	Years ended		
	2012 (IFRS)	2011 (IFRS)	2010 (IFRS)
Interest and other income	\$ 241,234	\$ 249,033	\$ 36,036
Net Loss	\$ (1,590,656)	\$ (3,064,185)	\$ (4,467,595)
Loss per share	(\$0.01)	(\$0.03)	(\$0.05)
Total assets	\$ 78,271,595	\$ 81,527,157	\$ 63,441,750
Total long term liabilities	\$ 1,466,000	\$ 1,413,000	\$ 937,000
Cash dividends declared per share for each class of share	\$ Nil	\$ Nil	\$ Nil

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## 1.4 Results of Operations

The following is a discussion of the financial condition, changes in financial condition and results of operations of the Company for the years ended June 30, 2012 and 2011. The financial results for the prior periods have been restated to IFRS. Please refer to Note 19 in the audited consolidated financial statements for the year ended June 30, 2012.

During the year ended June 30, 2012, the Company reported a loss before comprehensive loss of \$1,590,656 or \$0.01 per share compared to a loss before comprehensive loss of \$3,064,185 or \$0.03 per share in fiscal 2011, a decrease in loss of \$1,473,529. The decrease in loss was primarily due to decreases in consulting fees, bonuses and stock based compensation expense.

The table below details certain non-cash transactions that for the purposes of this discussion have been excluded from the reported net loss to produce an adjusted net loss that forms a better basis for comparing and assessing the Company's period-over-period operating results and requirements.

	Years ended June 30,	
	2012	2011
	(IFRS)	(IFRS)
Net comprehensive loss for the period (per audited financial statements)	\$ (1,312,334)	\$ (3,552,524)
Adjustment for change in FMV of marketable securities	(278,322)	488,339
Net loss before comprehensive loss	(1,590,656)	(3,064,185)
Deferred income tax recovery	(74,305)	(288,742)
Net loss before income taxes	(1,664,961)	(3,352,927)
Depreciation	5,386	3,034
Share-based compensation expense	138,376	969,966
Gain (loss) on sale of marketable securities	(72,834)	18,014
Dividend income	–	(117,187)
Gain on write-off of accounts payable	(114,937)	–
Loss on write-off of equipment	675	–
Loss on write-off of resource properties	–	221,560
Adjusted net loss for the MD&A discussions (1)	\$ (1,708,295)	\$ (2,257,540)

(1) Adjusted net loss for the period is not a term recognized under IFRS.

### Interest income

Total interest income for the year ended June 30, 2012 was \$241,234 compared to \$249,033 in fiscal 2011. The decrease in interest income was attributable to lower balances of the short-term investments.

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### Gain on sale of marketable securities

During the year ended June 30, 2012, the Company:

- Sold 225,000 shares of International Lithium Corp. ("ILC") at an average price of \$0.13 per share for net cash proceeds of \$30,239 and realized a pre-tax loss of \$44,760 on sale of ILC shares;
- Sold 400,250 ILC share purchase warrants at an average price of \$0.03 for net cash proceeds of \$11,998 and realized a pre-tax loss of \$88,064 on sale of ILC warrants; and
- Sold 1,157,400 shares of Oracle Mining Corp. ("OMN") at a price of \$1.14 for net cash proceeds of \$1,314,857 and realized a pre-tax gain of \$205,658 on sale of OMN shares.

The net gain on sale of marketable securities for the year ended June 30, 2012 was \$72,834 (2011 –a loss of \$18,014).

### Loss on non-recoverable exploration advances

During the year ended June 30, 2012, the Company paid a non-refundable advance of \$100,000 to a drilling contractor per the terms of a 2012 Akie diamond core surface drilling contract signed on April 28, 2012. At June 30, 2012, the Company amended its exploration program for the current season and terminated the drilling plans. The Company recognized a loss of \$93,072, which represent the amount paid to a drilling subcontractor net of taxes, in the statement of operations and comprehensive loss.

### General and administration expenses

Total general and administration expenses decreased by \$1,479,354 due to decreases in bonuses of \$432,113, consulting fees of \$577,042, flow-through taxes of \$74,434, bank and interest charges of \$12,150, regulatory fees of \$14,025, share-based compensation expense of \$831,590 and transfer agent fees of \$2,610, offset by increases in depreciation expense of \$2,352, directors' fees of \$47,000, investor relations of \$46,478, management fees of \$144,000, office and miscellaneous of \$11,666, professional fees of \$5,234, rent of \$1,083, travel and promotion of \$174,677 and wages and benefits of \$32,120.

### Management fees

Increase in management fees was due to amendment of the management and administrative services agreement with Varshney Capital Corp. ("VCC"), a company with two common directors, whereby the monthly management fee was increased from \$12,500 to \$24,500.

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### Directors' fees

Increase in directors' fees was due to a new director's remuneration plan approved by the Board on July 21, 2011, pursuant to which each director is paid a quarterly director fee of \$2,500.

### Investor relations

The increase in investor relation fees resulted from an increased number of investor relations initiatives and includes additional costs incurred by the Company conducting various investor presentations and conferences in Europe in November 2011.

### Travel and promotion

Increase in travel and promotion expenses was due to higher travel expenses incurred by directors and officers in connection with exploration activities and presentations arranged for various investors. These include the Company's senior management European road show in November 2011, senior management trip to China in December 2011 to meet with representatives of Tongling Nonferrous Metals Group Holdings Co. Ltd. ("Tongling") and Tongling's representatives' tour to Akie camp in June 2012. Tongling is the Company's largest investor, currently holding approximately a 36 per-cent equity position in the Company.

### Consulting fees

The decrease in consulting fees was due to decreased business development consulting and financial advisory services carried out in Europe.

### Regulatory fees

Regulatory fees decreased due to fewer regulatory filings during the period. Higher regulatory fees in fiscal 2011 were related to the regulatory filings related to the investor relations agreement and the stock option plan with the TSXV.

### Transfer agent fees

Transfer agent fees decreased due to fewer transfer agent and shareholders services retained during the period as there were no private placements completed. Equity transactions during the current year were minimal and included exercise of 110,000 stock options granted in prior years and cancellation of treasury shares repurchased through a

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normal course issuer bid (“NCIB”).

## Share-based compensation

The Company recognizes compensation expense for all stock options granted, using the fair value based method of accounting and any cash paid on the exercise of stock options is added to the stated value of common shares. In fiscal 2012, the Company recorded stock-based compensation expense of \$138,376 (2011 - \$969,966) on the vested portion of stock options granted to directors, officers and consultants of the Company. The recorded share-based compensation expense was significantly lower as there were no new stock options granted during the period.

## 1.5 Summary of Quarterly Results

The following is a summary of certain consolidated financial information concerning the Company for each of the last eight reported quarters:

Quarter ended	Interest Income	Net Earnings (Loss) before comprehensive loss	Earnings (Loss) per share
June 30, 2012	\$ 54,178	\$ (645,961)	\$ (0.01)
March 31, 2012	46,972	(281,615)	(0.00)
December 31, 2011	72,030	(260,534)	(0.00)
September 30, 2011	68,054	(402,546)	(0.00)
June 30, 2011	75,801	(1,413,896)	(0.01)
March 31, 2011	66,892	(834,619)	(0.01)
December 31, 2010	36,515	(1,228,148)	(0.01)
September 30, 2010	69,825	412,478	0.00

The financial results for the prior periods have been restated to IFRS. Please refer to Note 19 in the audited consolidated financial statements the year ended June 30, 2012.

The significant changes in loss for the quarter ended:

- June 30, 2011 was due to stock-based compensation expense of \$95,280, business development consulting fees of \$188,544, investor relation fees of \$149,433 and bonuses of \$74,613;
- March 31, 2011 was due to stock-based compensation expense of \$152,272 recorded on the 150,000 stock options granted to a consultant of the Company during the period and the vested portion of other stock options granted during the prior periods, business development consulting fees of \$136,729 and bonuses of \$360,000;
- December 31, 2010 was due to stock-based compensation expense of \$696,382 recorded on 1,870,000 stock options granted during the period and business development consulting fees of \$366,494;
- September 30, 2010 was due to future income tax recovery of \$750,334.

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## 1.6/1.7 Liquidity and Capital Resources

The Company reported working capital of \$15,607,005 at June 30, 2012 compared to working capital of \$21,945,977 at June 30, 2011, representing a decrease in working capital of \$6,338,972. The decrease in working capital was primarily due to exploration and evaluation expenditures of \$5,092,338 incurred during the year.

Net cash decreased by \$1,595,452 from \$15,501,154 at June 30, 2011 to \$13,905,702 at June 30, 2012.

During the year ended June 30, 2012, the Company utilized its cash and cash equivalents as follows:

- (a) \$1,065,263 was used in operating activities, consisting primarily of general and administrative expenditures and change in non-cash items;
- (b) \$5,092,338 was used for deferred exploration of resource properties, \$178,991 was used for camp upgrades and acquisition of equipment and \$93,072 for a non-refundable drilling advance net of taxes;
- (c) \$1,604,993 was used for the purchase of marketable securities and \$1,206,464 generated on sale of marketable securities;
- (d) the Company received the mineral exploration tax credit ("METC") refund of \$1,611,149 for its fiscal 2010 and \$363,165 for its fiscal 2011;
- (e) \$3,656 was posted as a security deposit in connection with the exploration permit;
- (f) \$1,087,675 was used for the purchase of 2,308,000 common shares of the Company at a weighted average price of \$0.47 under the NCIB, which commenced on July 31, 2009 and was subsequently extended in August 2010, 2011 and 2012; and
- (g) \$27,500 was received from exercise of 110,000 share options at a price of \$0.25.

The Company is engaging in a NCIB because it believes that the market price of its common shares at times does not properly reflect the underlying value of the Company. The purpose of the bid is to reduce dilution of the Company's shares and to enhance the potential future value of the Common Shares which remain outstanding, thus increasing long term shareholder value. Purchases connected with this bid will be conducted through Canaccord Genuity Corp.'s offices in Vancouver. The Company will pay the market price of the common shares at the time of acquisition and will not purchase more than 2% of the total issued and outstanding common shares within any 30 day period.

The total NCIB purchases over the past three years are summarized as follows:

	August 1, 2009 to July 31, 2010	August 1, 2010 to July 30, 2011	August 1, 2011 to March 31, 2012	August 1, 2012 to date	Total NCIB purchases
Number of shares	744,000	1,227,000	2,432,500	215,500	4,619,000
Purchase price	\$ 311,501	\$ 574,472	\$ 1,132,498	\$ 79,468	\$ 2,097,939

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A total of 4,605,500 common shares repurchased since fiscal 2010, were cancelled and returned to the Company's treasury.

Current assets excluding cash as at June 30, 2012 include receivables of \$123,368, which consisted of HST recoverable of \$79,955 and interest receivable on short-term investments of \$43,413, METC recoverable accrued for fiscal 2012 of \$556,085, prepaid expenses of \$9,800 and marketable securities with a fair market value of \$1,253,950. Current assets excluding cash as at June 30, 2011 consisted of short-term investments of \$4,609,000, receivables of \$477,600, which consisted of HST recoverable of \$279,906 and interest receivable on short-term investments of \$197,694, METC recoverable of \$1,611,149, marketable securities of \$557,260 and prepaid expenses of \$378,838.

Current liabilities as at June 30, 2012 consisted of trade payables and accrued liabilities of \$235,085 (June 30, 2011 - \$1,189,024), amounts due to related parties of \$6,815 (June 30, 2011 - \$Nil), and flow-through premium liability of \$Nil (June 30, 2011 - \$127,305).

The other sources of funds potentially available to the Company are through the exercise of outstanding stock options and warrants. See Item 1.15 – Other Requirements – Summary of Outstanding Share Data. There can be no assurance, whatsoever, that any or all of these outstanding exercisable securities will be exercised.

The Company has and may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund its future operations, the Company may be required to seek additional financing. Although the Company has been successful in raising the above funds, there can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

The Company's overall success will be affected by its current or future business activities. The Company is currently in the process of acquiring and exploring its interests in resource properties and has not yet determined whether these properties contain mineral deposits that are economically recoverable. The continued operations of the Company and the recoverability of expenditures incurred in these resource properties are dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, obtaining necessary financing to explore and develop the properties, and upon future profitable production or proceeds from disposition of the resource properties.

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The Company is exposed in varying degrees to a variety of financial instrument related risks.

## *Credit Risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank deposits of \$196,702 and GICs classified as cash equivalents of \$13,709,000. Currently, all GICs earn a fixed annual interest rate of 1.44% and are redeemable at any point of time.

As all bank accounts and GICs are held with a major bank in Canada, there is a concentration of credit risk with one bank in Canada. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies.

The Company's secondary exposure to credit risk is on its receivables. This risk is minimal as receivables consist primarily of refundable government sales taxes and interest accrued on the GIC investments.

## *Currency Risk*

The Company operates in Canada and is therefore not exposed to significant foreign exchange risk arising from transactions denominated in a foreign currency.

## *Interest Rate Risk*

The Company is exposed to interest rate risk as its bank accounts earn interest income at variable rates. The Company mainly invests in fixed interest rate short-term investments that are considered to be low risk. As at June 30, 2012, all of the Company's GIC investments were earning fixed annual interest rates.

## *Liquidity Risk*

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and cash equivalents. As at June 30, 2012, the Company was holding the total of \$13,905,702 in cash and cash equivalents to settle its current liabilities of \$241,900. Management believes that it has sufficient funds to meet its current obligations as they become due and to fund its exploration projects and administrative costs.

## *Price risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors certain commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

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The Company also maintains investments in certain marketable securities. There can be no assurance that the Company can exit these positions if required, resulting in proceeds approximating the carrying value of these securities.

## 1.8 Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

## 1.9 Transactions with Related Parties

The remuneration of directors and executive officers of the Company during the year ended June 30, 2012 and 2011 were as follows:

	2012	2011
Bonuses (ii)	\$ 2,500	\$ 434,613
Consulting fees (iii)	15,000	15,000
Directors fees (iv)	50,000	3,000
Exploration and evaluation expenditures (geological consulting) (v)	138,348	70,000
Management and administration (i)	354,000	210,000
Share-based payments (vi)	93,941	529,696
<b>Total</b>	<b>\$ 653,789</b>	<b>\$ 1,262,309</b>

- (i) On May 1, 2007, the Company entered into a management and administrative agreement with VCC, a company with two common directors, whereby the Company agreed to pay management and administrative fees of \$12,500 and \$5,000 per month, respectively. Effective July 1, 2011, the agreement was amended to increase the monthly management fee to \$24,500.

During the year ended June 30, 2012, the Company paid or accrued \$294,000 (2011 – \$150,000) for management fees and \$60,000 (2011 – \$60,000) for administrative fees to VCC.

- (ii) the Company paid bonuses totaling \$2,500 (2011 - \$434,613) to companies controlled by directors and officers of the Company.
- (iii) the Company paid or accrued \$15,000 (2011 - \$15,000) for consulting fees to a company controlled by a director;
- (iv) the Company paid or accrued \$50,000 (2011 - \$3,000) in directors fees to five directors of the Company;
- (v) the Company paid or accrued exploration and evaluation costs of \$138,348 (2011 - \$70,000) to a company owned by an officer of the Company.
- (vi) Share-based payments are the fair value of options that have been granted to directors and executive officers.

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As at June 30, 2012, \$6,815 (June 30, 2011 - \$Nil; July 1, 2010 - \$61,532) was due to directors of the Company for director's fees, consulting fees and reimbursement of business travel expenses. The amounts were repaid subsequent to June 30, 2012.

## 1.10 Fourth Quarter and Subsequent Events

During the fourth quarter ended June 30, 2012, the Company:

- (a) received the METC refund of \$363,165 for its fiscal 2011 application;
- (b) filed the following technical reports :
  - NI 43-101 technical report entitled " Technical Report: Akie Zinc-Lead-Silver Project British Columbia, Canada", prepared by Robert C. Sim P.Geol. (BC), dated April 27, 2012;
  - NI 43-101 compliant technical report entitled "NI 43-101 Technical Report on the Pie Property", authored by Tanya Strate, P.Geol., dated May 4, 2012; and
  - NI 43-101 compliant technical report entitled "NI 43-101 Technical Report on the Mt Alcock Property" authored by Tanya Strate, P.Geol., dated May 31, 2012.

Subsequent to the year ended June 30, 2012:

- (a) the Company completed a large-scale, 1,526 line kilometre airborne Vertical Time Domain EM (VTEM) geophysical survey over the Akie, Pie and Mt. Alcock properties (Item 1.2. Airborne Geophysical Survey);
- (b) received TSXV approval for its new NCIB application to purchase at market price up to 6,825,681 common shares, being approximately 5% of the Company's issued and outstanding common shares through the facilities of the TSXV. The bid commenced on August 1, 2012 and will stay open for another 12 months;
- (c) the Company repurchased 368,500 of its common shares for a total consideration of \$137,308 at a weighted average price of \$0.37 per share under the NCIB;
- (d) 1,021,500 common shares re-purchased through the NCIB were returned to the Company's treasury for cancellation; and
- (e) an aggregate of 150,000 share options granted to consultants of the Company in prior years were exercised and 150,000 common shares were issued for total proceeds of \$37,500.

## 1.11 Proposed Transactions

None.

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## 1.12 Critical Accounting Estimates

Not applicable to Venture Issuers.

## 1.13 Changes in Accounting Policies including Initial Adoption

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards. Our significant accounting policies are set out in Note 2 of the audited consolidated financial statements of the Company, as at and for the year ended June 30, 2012.

### International financial reporting standards (IFRS)

The June 30, 2012 consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting (“IAS 34”) and IFRS 1, First-Time Adoption of IFRS (“IFRS 1”). Subject to certain transition elections disclosed in Note 19 from the notes to the audited consolidated financial statements for the year ended June 30, 2012, we have consistently applied the same accounting policies in our opening IFRS balance sheet as at July 1, 2010 and throughout all periods presented, as if these policies had always been in effect. Note 19 discloses the impact of the transition to IFRS on our reported balance sheet, comprehensive income, changes in equity and cash flows, including the nature and effect of significant changes in accounting policies from those used in our financial statements for the year ended June 30, 2011.

The Company’s conversion plan to transition from Canadian GAAP to IFRS consists of four phases:

Phase 1 (scoping and diagnostic) – Involved a preliminary diagnostic review of the reporting differences between Canadian GAAP and IFRS and the key areas that may be impacted.

Phase 2 (Impact, analysis, quantification and evaluation) – Involved a detailed assessment and technical analysis of each reporting difference identified in Phase 1. IFRS conversion adjustments were quantified, accounting policies and procedures were reviewed and updated, IT systems and software were assessed, training was conducted and outstanding business activities such as budgeting and compensation were assessed.

Phase 3 (Implementation phase) – This phase, was completed in December 2011 and includes the collection of financial information necessary to prepare financial statements for the December 31 interim period and the opening balance sheet as at July 1, 2010 in compliance with IFRS.

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Phase 4 (Monitoring phase) – This phase includes monitoring the changes to IFRS, monitoring the regulatory environment for the commentary on the future IFRS changes, commentary on financial reporting trends and analyzing the business plan of the Company to develop accounting policies, systems and internal controls for the evolution of the business.

## Accounting Policies and Procedures

Based on the detailed assessment in Phase 2, a number of key accounting areas were identified where IFRS differs from Canadian GAAP. These key areas are explained below and separated into differences expecting to have a quantitative and qualitative difference and those expecting to have only a qualitative differences expecting. Impacts to the fiscal 2011 financial statements have been quantified where applicable.

## Quantitative Impact

Management performed a detailed review of the Company's books and records in order to identify differences between GAAP and IFRS that affect the Company. The adjustments that were posted on the conversion of the Company's financial reporting to IFRS are disclosed in Note 19 to the audited consolidated financial statements for the years ended June 30, 2012 and 2011.

## Qualitative Impact

The following accounting policy differences are expected to impact the disclosures to the financial statements of the Company or the internal processes and procedures for financial reporting.

## IFRS 1, First-time Adoption of IFRS

IFRS 1 provides entities adopting IFRS for the first time with a number of optional exemptions and mandatory exceptions, in certain areas, to the general requirement for full retrospective applications of IFRS. The purpose of the options is to provide relief to companies and simplify the conversion process by not requiring them to recreate information that may not exist or may not have been collected at the inception of the transaction.

The Company has analyzed the exemptions available and has not utilized any of the exemptions.

## Business Activities

IFRS are globally expected to result in higher volatility to net earnings and other performance measures, which could lead to effects felt throughout the Company's business activities.

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From management's review of the Company's business activities, the conversion to IFRS will not have a material effect. There are not compensation considerations, financial contracts or business contracts that are linked to GAAP based metrics. The expected quantitative impact of the conversion to IFRS will not affect how the Company does business on a day to day basis and will not impact the internal business practices for decision making.

## Internal Controls & Disclosure Controls and Procedures over Financial Reporting

The Company has reviewed its internal controls and disclosure controls and procedures over financial reporting and has determined that the impact on IFRS is not going to materially alter how transactions are initiated, recorded, processed and reported.

## Financial Expertise

The Company's accounting department, senior management team and Directors have been appropriately trained based on the requirements of their respective roles. The Company has brought in outside consultants to help guide the transition and prepare the Company for future IFRS filings.

## Information Technology

The Company's accounting information system comprises of accounting software, spreadsheets, databases and use of document processors. The accounting information system and size of the department is appropriate for the scale of the operation.

One of the more significant impacts identified to date of adopting IFRS is the expanded presentation and disclosures required. Disclosure requirements under IFRS generally contain more breadth and depth than those required under Canadian GAAP and, therefore, will result in more extensive note references. The Company is continuing to assess the level of presentation and disclosures required to its consolidated financial statements.

## **1.14 Financial Instruments and Other Instruments**

Please see Note 2 of the audited consolidated financial statements of the Company, as at and for the years ended June 30, 2012 and 2011.

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## 1.15 Other Requirements

### Summary of outstanding share data as at October 26, 2012:

(1)	Authorized: Unlimited common shares without par value	
	Issued and outstanding:	135,492,138
	Less treasury shares:	(13,500)
(2)	Stock options outstanding:	7,575,000
(3)	Share purchase warrants	15,693,112

Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

On behalf of the Board of Directors, thank you for your continued support.

*"Peeyush Varshney"*

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Peeyush Varshney  
Director  
October 26, 2012