



Annual Consolidated Financial Statements

For the years ended December 31, 2015, 2014 and 2013

(Expressed in thousands of Canadian dollars, unless otherwise stated)



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INDEPENDENT AUDITORS' REPORT OF REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Directors of Canadian Zinc Corporation

We have audited the accompanying consolidated financial statements of Canadian Zinc Corporation, which comprise the consolidated statement of financial position as at December 31, 2015, the consolidated statements of comprehensive loss, changes in shareholders' equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Canadian Zinc Corporation as at December 31, 2015, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes that Canadian Zinc Corporation has no current sources of revenue and its ability to carry out its planned business objectives is dependent on its ability to raise adequate financing to continue the development of the Prairie Creek Mine. These conditions, along with other matters as set forth in Note 1, indicate the existence of material uncertainties that cast substantial doubt about Canadian Zinc Corporation's ability to continue as a going concern.

Comparative Information

The consolidated financial statements of Canadian Zinc Corporation as at December 31, 2014 and for the years ended December 31, 2014 and 2013 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on March 31, 2015.

Other Matter

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Canadian Zinc Corporation's internal control over financial reporting as of December 31, 2015, based on the criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 30, 2016 expressed an unqualified opinion on the effectiveness of Canadian Zinc Corporation's internal control over financial reporting.

KPMG LLP (signed)

Chartered Professional Accountants

March 30, 2016
Vancouver, Canada



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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Directors of Canadian Zinc Corporation

We have audited Canadian Zinc Corporation's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Canadian Zinc Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying report titled "Management's Report on Internal Control over Financial Reporting". Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



In our opinion, Canadian Zinc Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States), the consolidated statement of financial position of Canadian Zinc Corporation as of December 31, 2015, and the related consolidated statements of comprehensive loss, shareholders' equity, and cash flows for the year then ended and our report dated March 30, 2016 expressed an unqualified opinion on those consolidated financial statements.

KPMG LLP (signed)

Chartered Professional Accountants

March 30, 2016
Vancouver, Canada

CANADIAN ZINC CORPORATION
Consolidated Statements of Financial Position
(Expressed in thousands of Canadian dollars, unless otherwise stated)

	As at December 31, 2015	As at December 31, 2014
ASSETS		
Current		
Cash and cash equivalents (Note 4)	\$ 1,674	\$ 8,792
Short-term investments (Note 5)	28	5,023
Marketable securities (Note 6)	936	450
Other receivables and prepaid expenses	295	699
Total Current Assets	2,933	14,964
Restricted cash (Note 7)	2,075	525
Property, plant and equipment (Note 8)	777	782
Exploration and evaluation assets (Note 9)	5,398	5,628
Total Assets	\$ 11,183	\$ 21,899
LIABILITIES		
Current		
Accounts payable	\$ 298	\$ 1,303
Accrued and other liabilities	153	837
Flow-through share premium (Note 11 and 14)	-	471
Total Current Liabilities	451	2,611
Decommissioning provision (Note 10)	1,825	2,243
Total Liabilities	2,276	4,854
SHAREHOLDERS' EQUITY		
Share capital (Note 11)	104,028	104,028
Reserves (Note 12)	14,394	14,270
Deficit	(109,515)	(101,253)
Total Shareholders' Equity	8,907	17,045
Total Liabilities and Shareholders' Equity	\$ 11,183	\$ 21,899

Nature of Operations and Going Concern (Note 1)
Subsequent Event (Note 6)
Commitments (Note 20)

Approved by the Board of Directors:

“John F. Kearney”

Director

“Brian A. Atkins, CPA, CA”

Director

CANADIAN ZINC CORPORATION
Consolidated Statements of Comprehensive Loss

(Expressed in thousands of Canadian dollars, except for share information)

	Years ended December 31,		
	2015	2014	2013
Income			
Investment income	\$ 107	\$ 169	\$ 106
Expenses			
Depreciation	10	8	8
Exploration and evaluation (Note 13)	7,650	9,996	6,089
Listing and regulatory	85	58	65
Management and directors	690	850	1,278
Office and general	531	604	569
Professional	189	298	374
Project evaluation	-	-	15
Shareholder and investor communications	245	416	440
Share-based compensation (Note 12)	124	23	120
	9,524	12,253	8,958
Other income (expense)			
Gain (loss) on marketable securities (Note 6)	486	(878)	(3,626)
Gain on sale of net smelter return royalty (Note 9)	-	-	5,439
Finance costs (Note 10)	(48)	(60)	(49)
Gain on change in decommissioning provision (Note 10)	246	-	177
Tax deduction recovery (Note 14)	471	588	-
	1,155	(350)	1,941
Net loss for the year	(8,262)	(12,434)	(6,911)
Other comprehensive income (loss)	-	-	-
Comprehensive loss for the year	\$ (8,262)	\$ (12,434)	\$ (6,911)
Net loss per share - basic and diluted	\$ (0.04)	\$ (0.06)	\$ (0.04)
Weighted average number of shares outstanding			
Basic and diluted	218,047,709	192,465,968	166,539,368

CANADIAN ZINC CORPORATION
Consolidated Statements of Cash Flows

(Expressed in thousands of Canadian dollars, unless otherwise stated)

	Years ended December 31,		
	2015	2014	2013
Operating Activities			
Net loss for the year	\$ (8,262)	\$ (12,434)	\$ (6,911)
Adjustments for items not involving cash:			
Accretion and depreciation expense (Note 8 and 10)	129	154	173
Loss (gain) on marketable securities (Note 6)	(486)	878	3,626
Share-based compensation (Note 12)	124	23	120
Gain on sale of net smelter return royalty (Note 9)	-	-	(5,439)
Gain on changes to decommissioning provision (Note 10)	(246)	-	(177)
Tax deduction recovery (Note 14)	(471)	(588)	-
Change in non-cash working capital items:			
Other receivables and prepaid expenses	401	24	(154)
Accounts payable and accrued liabilities	(1,681)	540	(128)
	(10,492)	(11,403)	(8,890)
Financing Activities			
Capital stock issued (Note 11)	-	15,751	4,005
Issuance costs (Note 11)	-	(1,278)	(304)
Proceeds from exercise of options and/or warrants (Note 12)	-	357	46
	-	14,830	3,747
Investing Activities			
Redemption (purchase) of short-term investments (Note 5)	5,000	(2,995)	3,453
Payment of reclamation security deposits (Note 7)	(1,550)	-	-
Property, plant and equipment (Note 8)	(76)	(16)	(13)
Sale of NSR (Note 9)	-	-	10,271
Exploration and evaluation assets (Note 3)	-	-	(416)
	3,374	(3,011)	13,295
Net change in cash and cash equivalents	\$ (7,118)	\$ 416	\$ 8,152
Cash and cash equivalents, beginning of year	\$ 8,792	\$ 8,376	\$ 224
Net change in cash and cash equivalents	(7,118)	416	8,152
Cash and cash equivalents, end of year	\$ 1,674	\$ 8,792	\$ 8,376

CANADIAN ZINC CORPORATION
Consolidated Statements of Changes in Shareholders' Equity

(Expressed in thousands of Canadian dollars, except for share information)

	Share Capital		Reserves	Deficit	Total
	Number	Amount			
Balance, December 31, 2012	164,031,781	\$ 87,250	\$ 12,470	\$ (81,908)	\$ 17,812
Issue of shares at \$0.62 per share	6,460,000	4,005	-	-	4,005
Share issuance costs	-	(304)	-	-	(304)
Share purchase warrants	-	(92)	92	-	-
Exercise of options at \$0.23 per share	200,000	66	(20)	-	46
Messina Minerals Acquisition (Note 3)	2,132,714	896	-	-	896
Options and warrants converted upon Messina acquisition	-	-	19	-	19
Exploration and evaluation asset acquisition (Note 3)	4,080	2	-	-	2
Share-based compensation	-	-	120	-	120
Net loss for the year	-	-	-	(6,911)	(6,911)
Balance, December 31, 2013	172,828,575	\$ 91,823	\$ 12,681	\$ (88,819)	\$ 15,685
Issue of shares at \$0.35 per share	28,572,000	10,000	-	-	10,000
Issue of shares at \$0.38 per share	15,134,000	4,692	-	-	4,692
Share issuance costs	-	(1,278)	-	-	(1,278)
Share purchase warrants	-	(1,723)	1,723	-	-
Exercise of options at \$0.23 per share	1,513,134	514	(157)	-	357
Share-based compensation	-	-	23	-	23
Net loss for the year	-	-	-	(12,434)	(12,434)
Balance, December 31, 2014	218,047,709	\$ 104,028	\$ 14,270	\$ (101,253)	\$ 17,045
Share-based compensation	-	-	124	-	124
Net loss for the year	-	-	-	(8,262)	(8,262)
Balance, December 31, 2015	218,047,709	\$ 104,028	\$ 14,394	\$ (109,515)	\$ 8,907

CANADIAN ZINC CORPORATION

Notes to the Consolidated Financial Statements

For the years ended December 31, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

1. Nature of Operations and Going Concern

Canadian Zinc Corporation (the "Company" or "Canadian Zinc") is incorporated under the laws of the Province of British Columbia, Canada, and its principal business activity is the exploration and development of natural resource properties. The address of the Company's registered office is Suite 1710, 650 West Georgia Street, PO Box 11644, Vancouver, British Columbia, Canada, V6B 4N9. The Company currently exists under the *Business Corporations Act* (British Columbia) and its common shares are listed on the Toronto Stock Exchange ("TSX") under the symbol "CZN" and on the OTCQB under the symbol "CZICF".

The Company is primarily engaged in the exploration, development and permitting of its mineral properties. The Company is considered to be in the exploration and development stage given that its mineral properties are not yet in production and, to date, have not earned any significant revenues. The recoverability of amounts shown for exploration and evaluation assets is dependent on the existence of economically recoverable reserves, obtaining and maintaining the necessary permits to operate a mine, obtaining the financing to complete development and future profitable production.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes that the Company will realize its assets and discharge its liabilities in the normal course of business. There are however material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern which are discussed below.

The Company has a history of losses with no operating revenue other than interest income, and has working capital of \$2,482,000 as at December 31, 2015. The ability of the Company to carry out its planned business objectives is dependent on its ability to raise adequate financing from lenders, shareholders and other investors. Additional financing will be required in the short term to continue the development of the Prairie Creek Project and in the longer term to put the Prairie Creek Mine into production. There is no assurance that such financing will be available on a timely basis or on acceptable terms. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations, exploration and development activities. The Company is currently evaluating various opportunities and seeking additional sources of financing. These conditions indicate the existence of material uncertainties which cast significant doubt about the Company's ability to continue as a going concern.

These consolidated financial statements do not give effect to any adjustment which could be material and which would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different than those reflected in the consolidated financial statements.

2. Significant Accounting Policies

(a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and were approved and authorized for issue by the Board of Directors on March 30, 2016.

(b) Basis of Preparation and Consolidation

These audited consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss which are stated at their fair value. These audited consolidated financial statements are presented in Canadian dollars and have been prepared on the basis of IFRS standards that are effective on December 31, 2015. The accounting policies adopted by the Company have been applied consistently to all periods presented. These audited consolidated financial statements are presented in the Company's functional currency of Canadian dollars.

These audited consolidated financial statements include the accounts of Canadian Zinc Corporation and its wholly-owned subsidiaries Paragon Minerals Corporation ("Paragon") and Messina Minerals Inc. ("Messina"), collectively the group. Subsidiaries are consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full upon consolidation.

CANADIAN ZINC CORPORATION

Notes to the Consolidated Financial Statements

For the years ended December 31, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

2. Significant Accounting Policies (continued)

(c) Significant Accounting Judgments, Estimates and Assumptions

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities at the reporting date and the reported amounts of income and expenses during the reporting year. Actual results may differ from these estimates.

- i. Business and asset acquisitions: Identifying a purchase transaction as being a business combination or an asset purchase requires judgment regarding whether the set of assets acquired and liabilities assumed constitutes a business based on the particular circumstances. Estimation is also required to determine the fair values of assets acquired and liabilities assumed.
- ii. Valuation of exploration and evaluation assets: Significant judgment is required when determining whether facts and circumstances suggest that the carrying amount of exploration and evaluation assets may exceed its recoverable amount. Significant judgment must be exercised in determining when a project of the Company moves from the exploration and evaluation phase and into the development phase. The existence and extent of proven or probable mineral reserves; retention of regulatory permits and licences; the availability of development financing; current and future metal prices; and market sentiment are all factors considered by the Company. Accordingly, the Company having not secured development financing has deemed all projects to be in the exploration and evaluation phase.
- iii. Decommissioning provision: Decommissioning provisions are recognized in the period in which they arise and are stated at the best estimate of the present value of estimated future costs. These estimates require significant judgment about the nature, cost and timing of the work to be completed, and may change with future changes to costs, environmental laws, regulations and remediation practices and the expected timing of remediation work.
- iv. Share-based compensation: The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 12.

(d) Financial Assets

Financial assets are initially recorded at fair value and designated upon initial recognition into one of the following four categories: held-to-maturity, available-for-sale, loans and receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as loans and receivables are measured at amortized cost less impairment, if any. The Company has classified its other receivables as loans and receivables.

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through earnings. The Company has classified its cash and cash equivalents, short-term investments, marketable securities, and restricted cash as FVTPL. The Company designated its marketable securities as FVTPL upon initial recognition in accordance with an investment strategy that management uses to evaluate performance on a fair value basis.

Financial assets classified as held-to-maturity are measured at amortized cost. The Company has no financial assets classified as held-to-maturity.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value that are considered other than temporary, which are recorded in profit or loss. The Company has no financial assets classified as available-for-sale.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying value of the asset.

CANADIAN ZINC CORPORATION

Notes to the Consolidated Financial Statements

For the years ended December 31, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

Significant Accounting Policies (continued)

(e) Impairment of Non-Financial Assets

The Company assesses at each reporting date the carrying amounts of non-financial assets to determine whether there is an indication of impairment. If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount of an asset or cash-generating unit is the greater of fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. For the purpose of impairment testing, assets are grouped at lowest levels that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognized immediately in the consolidated statement of comprehensive income or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment charge is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. A previously recognized impairment loss is reversed only if there has been a significant change in or reversal of the circumstances or events that gave rise to the previously recognize impairment loss.

(f) Cash and Cash Equivalents

Cash and cash equivalents consist of cash and liquid investments which are readily convertible into cash with maturities of three months or less from the date of purchase.

(g) Short-term Investments

Short-term investments, which consist primarily of investments in Bankers Acceptances and Guaranteed Investment Certificates, are investments with maturities of more than three months and less than one year from the date of purchase.

(h) Marketable Securities

Marketable securities are recorded at their fair market value on the date of acquisition and are classified as FVTPL. The carrying value of the marketable securities is adjusted at each subsequent reporting period to their estimated fair value (based upon the market bid price and the Bank of Canada quoted exchange rate if applicable) with the resulting unrealized gains or losses recognized in comprehensive income or loss for the year. Transaction costs relating to the purchase of marketable securities are expensed directly to profit or loss.

(i) Foreign Currency Transactions

The Company's reporting currency and the functional currency of its subsidiaries is the Canadian dollar as this is the principal currency of the economic environment in which the Company operates. Foreign currency transactions are translated using the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate in effect at the financial statement date. Foreign exchange gains or losses arising from translation are recognized in profit and loss for the reporting year.

CANADIAN ZINC CORPORATION

Notes to the Consolidated Financial Statements

For the years ended December 31, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

2. Significant Accounting Policies (continued)

(j) Property, Plant and Equipment ("PPE")

Items of PPE are carried at acquisition cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Depreciation is provided on a declining-balance basis, less the estimated residual value, at the following annual rates:

Mining equipment	30%
Office equipment	20%

Buildings and leasehold improvements are recorded at cost, net of accumulated depreciation. Depreciation on buildings and leasehold improvements are provided on a straight-line basis over the life of the asset.

Depreciation methods, material residual value estimates and estimates of useful lives are reviewed at each reporting date and updated as required. Gains or losses arising on the disposal of PPE are determined as the difference between the proceeds on disposition and the carrying value of the assets and are recognized in profit or loss at the time of the disposal. Amortization of the Prairie Creek plant and mill will be based on the unit-of-production method using estimated proven and probable reserves.

(k) Exploration and Evaluation Assets

Exploration and evaluation assets include acquired mineral use rights for mineral properties held by the Company. The amount of consideration paid (in cash or share value) for mineral use rights is capitalized. The amounts shown for exploration and evaluation assets represent costs of acquisition incurred to date, less recoveries and impairments, if any, and do not necessarily reflect present or future values. Amounts received for the sale of mineral properties and for option payments are treated as reductions of the cost of the property, with payments in excess of capitalized costs recognized in income.

The recoverability of the amounts capitalized for the undeveloped mineral properties is dependent upon the determination of economically recoverable ore reserves, confirmation of the Company's interest in the underlying mineral claims, the ability to obtain the necessary financing to complete their development, and future profitable production or proceeds from the disposition thereof. Subsequent recovery of the resulting carrying value depends on successful development or sale of the mineral property. If a mineral property does not prove viable, all unrecoverable costs associated with the project net of any impairment provisions are written off

Exploration and evaluation assets will be amortized to profit or loss once commercial production has been achieved or written off if the exploration and evaluation assets are abandoned or sold. Depletion of costs capitalized on projects put into commercial production will be recorded using the unit-of-production method based upon estimated proven and probable reserves.

Included in the cost of exploration and evaluation assets is the cost of the estimated decommissioning provision.

Ownership in exploration and evaluation assets involves certain inherent risks, including geological, fluctuation in metal prices, operating costs, and permitting risks. Many of these risks are outside the Company's control. The ultimate recoverability of the amounts capitalized for the exploration and evaluation assets is dependent upon the delineation of economically recoverable ore reserves, obtaining the necessary financing to complete their development, obtaining and retaining the necessary permits to operate a mine, and realizing profitable production or proceeds from the disposition thereof. Estimates of the recoverability of the Company's investment in exploration and evaluation assets have been based on current and expected conditions. However, it is possible that changes could occur which may adversely affect management's estimates and may result in future write downs of exploration and evaluation assets carrying values.

Title to mineral properties involves inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently unreliable conveyance history characteristics of many mineral properties.

CANADIAN ZINC CORPORATION

Notes to the Consolidated Financial Statements

For the years ended December 31, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

2. Significant Accounting Policies (continued)

(l) Financial Liabilities

Financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or classified as other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. Subsequently, they are measured at amortized cost using the effective interest method. The Company has classified its accounts payable and accrued liabilities as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized through profit or loss. The Company has no financial liabilities classified as FVTPL.

(m) Decommissioning, Restoration and Other Provisions

The Company recognizes provisions for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of exploration and evaluation assets and PPE, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a decommissioning provision is recognized at its present value in the period in which it is incurred, which is generally when an environmental disturbance occurs or a constructive obligation is determined. Upon initial recognition of the provision, a corresponding amount is added to the carrying amount of the related asset and the cost is amortized as an expense over the economic life of the asset using the unit-of-production method. Subsequent to initial recognition the carrying value of the provision is increased for the passage of time and adjusted for changes to the current market-based discount rate and the amount or timing of the underlying cash flows needed to settle the obligation. This accretion expense is recognized in profit or loss as finance costs. Changes to estimated future decommissioning costs are recognized in the consolidated statement of financial position by either increasing or decreasing the decommissioning provision and the related asset.

(n) Flow-Through Shares

Current Canadian tax legislation permits mining entities to issue flow-through shares to investors. Flow-through shares are securities issued to investors whereby the deductions for tax purposes related to exploration and evaluation expenditures may be claimed by investors instead of the entity. The issue of flow-through shares is in substance an issue of ordinary shares and the sale of tax deductions. At the time the Company issues flow-through shares, the sale of tax deductions is deferred and presented as other liabilities in the consolidated statement of financial position to recognize the obligation to incur and renounce eligible resource exploration and evaluation expenditures. The tax deduction is measured as the difference between the current market price of the Company's common shares and the issue price of the flow-through share. Upon incurring and renouncing eligible resource exploration and evaluation expenditures, the Company recognizes the sale of tax deductions as a tax deduction recovery on the consolidated statement of comprehensive income or loss and accordingly reduces the liability for flow-through shares premium.

(o) Investment Income

Investment income on cash and cash equivalents and short-term investments is recognized as it is earned.

(p) Exploration and Evaluation Expenditures

Exploration and evaluation expenditures, other than those described in Note 2(k), are recognized in profit and loss. Expenditures incurred before the company has obtained legal rights to explore areas of interest are also recognized in profit and loss. Expenditures incurred by the Company in connection with the development of mineral resources after such time as mineral reserves are proven or probable; permits to operate the mineral resource property are received; financing to complete development has been obtained; and approval of the Board of Directors to commence mining development and operations are capitalized as deferred development expenditures within the exploration and evaluation asset (see Note 2(k)).

CANADIAN ZINC CORPORATION

Notes to the Consolidated Financial Statements

For the years ended December 31, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

2. Significant Accounting Policies (continued)

(q) Share-based Compensation

The Company follows the fair value method of accounting for the stock option awards granted to employees, directors and consultants. The fair value of stock options is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of the Company's common shares and the expected life of the options. The number of stock option awards expected to vest are estimated using a forfeiture rate based on historical experience and future expectations. The fair value of direct awards of stock is determined by the quoted market price of the Company's stock. Share-based compensation is amortized to earnings over the vesting period of the related option.

The Company uses graded or accelerated amortization which specifies that each vesting tranche must be accounted for as a separate arrangement with a unique fair value measurement. Each vesting tranche is subsequently amortized separately and in parallel from the grant date.

Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measurement of the fair value of the Company's stock options.

(r) Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Deferred income tax assets and liabilities are recognized in the period for temporary differences between the tax and accounting bases of assets and liabilities as well as for the potential benefit of income tax losses and other deductions carried forward to future years.

Deferred income tax assets and liabilities are measured using substantively enacted tax rates and laws expected to apply in the years in which temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred income tax assets and liabilities is recognized in the year that includes the substantive enactment date. The value of deferred income tax assets is reviewed annually and adjusted, if necessary, to reflect the amount probable of being realized.

(s) Earnings (Loss) Per Common Share

Earnings (loss) per share calculations are based on the net income (loss) attributable to common shareholders for the year divided by the weighted average number of common shares issued and outstanding during the year.

Diluted earnings per share calculations are based on the net income attributable to common shareholders for the year divided by the weighted average number of common shares outstanding during the year plus the effects of dilutive common share equivalents. This method requires that the dilutive effect of outstanding options and warrants issued be calculated using the treasury stock method. This method assumes that all common share equivalents have been exercised at the beginning of the year (or at the time of issuance, if later), and that the funds obtained thereby were used to purchase common shares of the Company at the average trading price of common shares during the year. The incremental number of common shares that would be issued is included in the calculation of diluted earnings (loss) per share.

Diluted loss per share calculations are based on the net loss attributable to common shareholders for the year divided by the weighted average number of common shares issued and outstanding during the year. Stock options and share purchase warrants are not included in the computation of loss per share as such inclusion would be anti-dilutive.

(t) Government Grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the Company has complied with all conditions necessary to receive the grants and collectability is reasonably assured. Government grants relating to costs are accrued as receivable and recognized in the consolidated statement of comprehensive income or loss as a reduction of the related expense. Government grants relating to property, plant and equipment are accrued as receivable and recognized in the consolidated statement of financial position as a reduction of the carrying value of the related asset.

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(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

2. Significant Accounting Policies (continued)

(u) IFRS Standards Adopted

As of January 1, 2015, the Company adopted the new and amended IFRS pronouncements in accordance with transitional provisions outlined in the respective standards.

IFRS 2 (Amendment)	<i>Share-based Payment</i>
IFRS 3 (Amendment)	<i>Business Combinations</i>
IFRS 8 (Amendment)	<i>Operating Segments</i>
IFRS 13 (Amendment)	<i>Fair Value Measurement</i>
IAS 16 (Amendment)	<i>Property, Plant and Equipment</i>
IAS 19 (Amendment)	<i>Employee Benefits</i>
IAS 24 (Amendment)	<i>Related Party Disclosures</i>
IAS 38 (Amendment)	<i>Intangible Assets</i>
IAS 40 (Amendment)	<i>Investment Property</i>

The adoption of these standards did not have a material impact on the consolidated results and financial position of the Company.

(v) IFRS Standards Issued But Not Yet Effective

A number of new standards, amendments to standards and interpretations, are not yet effective for the year ended December 31, 2015, and have not been applied in preparing these consolidated financial statements. The following pronouncements are those that the Company considers most significant and are not intended to be a complete list of new pronouncements that effect the financial statements.

IFRS 9 Financial Instruments ("IFRS 9")

In November 2009, the IASB issued IFRS 9 as the first step in its project to replace IAS 39, *Financial Instruments: Recognition and Measurement*. On July 24, 2014 the IASB issued the complete IFRS 9. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity's business model and the contractual cash flows of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument.

IFRS 9 amends some of the requirements of IFRS 7, *Financial Instruments: Disclosures*, including added disclosures about investments in equity instruments measured at fair value in other comprehensive income, and guidance on the measurement of financial liabilities and de-recognition of financial instruments. The mandatory effective date of IFRS 9 is for annual periods beginning on or after January 1, 2018 with early adoption permitted, and must be applied retrospectively with some exemptions permitted. The Company does not expect the adoption of IFRS 9 to have a material effect on its consolidated financial statements.

Amendments to IAS 1, Presentation of Financial Statements ("IAS 1")

On December 18, 2014, the IASB issued amendments to IAS 1 as part of its major initiative to improve presentation and disclosure in financial reports. The amendments are effective for annual periods beginning on or after January 1, 2016 with early adoption permitted. The Company intends to adopt these amendments in its financial statements for the annual period beginning on January 1, 2016. The Company does not anticipate this amendment to have a significant impact on its consolidated financial statements.

IFRS 16, Leases ("IFRS 16")

On January 13, 2016, the International Accounting Standards Board published a new standard, IFRS 16, *Leases*, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a new right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. The Company is evaluating the impact of adopting this standard on its consolidated financial statements.

CANADIAN ZINC CORPORATION
Notes to the Consolidated Financial Statements

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(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

3. Messina Minerals Inc. Acquisition

The Company undertook no significant acquisitions during the years ended December 31, 2015 and 2014.

On December 20, 2013, the Company acquired the outstanding shares of Messina Minerals Inc. ("Messina"), a company which holds mineral interests in the Canadian province of Newfoundland and Labrador.

Total consideration paid was \$1,372,000, which was comprised of the issuance of 2,132,714 common shares valued at \$896,000 based on the closing market price of the Company's shares on December 20, 2013 of \$0.42 per share, conversion of options and warrants with a fair value of \$19,000 (See Note 12), 3,000,000 Messina shares previously acquired and valued at \$180,000 based on the closing market price of Messina shares on December 20, 2013 of \$0.06 per share and transaction costs of \$277,000. A fair value of \$1,324,000 was allocated to exploration and evaluation assets for the mineral interests. (See Note 9).

4. Cash and Cash Equivalents

The Company's cash and cash equivalents at December 31, 2015 consisted of cash of \$301,000 and cash equivalents of \$1,373,000 (December 31, 2014 - cash of \$446,000 and cash equivalents of \$8,346,000).

5. Short-term Investments

Short-term investments, which consist primarily of investments in Bankers Acceptances and Guaranteed Investment Certificates, are investments with maturities of more than three months and less than one year from the date of purchase. At December 31, 2015, short-term investments had a carrying value of \$28,000, earning income at a rate of 0.75% (December 31, 2014 - \$5,023,000, earning income at a rate of 1.75%). The carrying values of short-term investments approximate their fair values due to the relatively short period to maturity.

6. Marketable Securities

As at December 31, 2015, the Company held 12,573,380 shares of Vatukoula Gold Mines plc ("Vatukoula"), an unlisted company operating a gold mine in Fiji. The estimated fair value of these shares was \$936,000 based upon the offer by Zhongrun International Mining Co. Ltd. ("Zhongrun"), the major shareholder of Vatukoula, to purchase all of the shares of Vatukoula that it did not already own through a matched bargain trading facility. In January 2016, the Company sold all of the 12,573,380 shares of Vatukoula held by the Company to Zhongrun through the matched bargain trading facility for cash of \$936,000.

7. Restricted Cash

As at December 31, 2015, restricted cash comprised reclamation security deposits totaling \$2,075,000 (December 31, 2014 - \$525,000) held by government agencies as financial assurance in respect of certain reclamation obligations at the Prairie Creek Property. During the year ended December 31, 2015, the Company remitted \$1,550,000 (December 31, 2014 - nil) to the Minister of Environment and Natural Resources of the Northwest Territories as financial assurance in respect of existing reclamation obligations.

CANADIAN ZINC CORPORATION**Notes to the Consolidated Financial Statements**

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(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

8. Property, Plant and Equipment

	Land	Prairie Creek Plant & Mill	Mining Equipment	Office Equipment	Buildings and Leasehold Improvements	Total
Acquisition Cost						
December 31, 2013	\$ 40	\$ 500	\$ 1,673	\$ 164	\$ 80	\$ 2,457
Additions during the year	-	-	16	-	-	16
December 31, 2014	40	500	1,689	164	80	2,473
Additions during the year	-	-	53	23	-	76
December 31, 2015	40	\$ 500	\$ 1,742	\$ 187	\$ 80	\$ 2,549
Accumulated Depreciation						
December 31, 2013	\$ -	\$ -	\$ 1,396	\$ 141	\$ 60	\$ 1,597
Depreciation for the year	-	-	86	6	2	94
December 31, 2014	-	-	1,482	147	62	1,691
Depreciation for the year	-	-	71	7	3	81
December 31, 2015	\$ -	\$ -	\$ 1,553	\$ 154	\$ 65	\$ 1,772
Net Book Value						
December 31, 2013	\$ 40	\$ 500	\$ 277	\$ 23	\$ 20	\$ 860
December 31, 2014	40	500	207	17	18	782
December 31, 2015	40	500	189	33	15	777

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For the years ended December 31, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

9. Exploration and Evaluation Assets

The Company holds a 100% interest in the Prairie Creek Mine property located in the Northwest Territories, Canada. It also holds, through the Company's wholly-owned subsidiaries Paragon and Messina, a 100% interest in the South Tally Pond, Tulks South and Long Lake properties in Newfoundland and Labrador.

In May 2013, the Company sold a 1.2% net smelter returns royalty on the Prairie Creek Mine for net proceeds of \$10,271,000 to Sandstorm Metals & Energy Ltd.

	December 31, 2015	December 31, 2014
Prairie Creek Mine	\$ -	\$ 220
Newfoundland properties	5,398	5,408
	\$ 5,398	\$ 5,628

The Company has incurred historical exploration and evaluation costs of \$76,651,000 on the Prairie Creek Mine asset and \$3,596,000 on exploration properties in central Newfoundland (see Note 13) and has expensed these costs pursuant to its accounting policy.

10. Decommissioning Provision

Reclamation and closure costs for the Prairie Creek Property have been estimated based on an Abandonment and Restoration Plan agreed to by the Mackenzie Valley Land and Water Board and the Company based upon current obligations under existing surface leases, land use permits and class "B" Water Licence for reclamation and closure of the Prairie Creek Mine site as it now exists with the current infrastructure and assuming a mine life of 17 years. These reclamation and closure costs have been measured based on the net present value of the best estimate of future cash expenditures.

The Company's undiscounted decommissioning provision for the Prairie Creek site, as it currently exists, is \$2,728,000 (December 31, 2014 - \$3,142,000), being the estimated future net cash outflows of the reclamation and closure costs, including a 25% contingency and inflation rate of 2% per annum, required to satisfy the obligations, settlement of which will occur subsequent to closure of the mine estimated to be 2035. The decommissioning provision is discounted using a risk free rate of 2.03% (December 31, 2014 - 2.22%).

The accretion expense is included in finance costs in the consolidated statement of comprehensive loss. Reclamation and closure costs are capitalized into exploration and evaluation assets and amortized over the life of the Prairie Creek Mine asset. Changes in the reclamation and closure costs resulting from changes in the timing, estimated cost or discount rate requires an offsetting change in the carrying value of the corresponding exploration and evaluation asset. Decreases in the decommissioning provision result in a corresponding decrease to the asset until the corresponding asset is reduced to nil, after which a decrease in the decommissioning provision is recognized as a gain in the consolidated statement of comprehensive loss.

For the year ended December 31, 2015, a change in cost estimates reduced the decommissioning provision by \$466,000, resulting in a reduction in the carrying value of the Prairie Creek Mine asset by \$220,000 (see Note 9) with the excess recognized as a gain on change in estimate of the decommissioning provision of \$246,000 (2014 - \$nil and 2013 - \$177,000) and included in other income on the consolidated statement of comprehensive loss.

	December 31, 2015	December 31, 2014	December 31, 2013
Balance – beginning of year	\$ 2,243	\$ 1,963	\$ 2,146
Accretion expense	48	60	49
Change in estimates	(466)	220	(234)
Balance – end of year	\$ 1,825	\$ 2,243	\$ 1,963

CANADIAN ZINC CORPORATION

Notes to the Consolidated Financial Statements

For the years ended December 31, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

11. Share Capital

Authorized: Unlimited common shares with no par value (2014 – unlimited).

Issued and outstanding: 218,047,709 common shares (December 31, 2014 – 218,047,709).

(a) During the year ended December 31, 2014

- i. On July 31, 2014, the Company completed a bought deal public offering of units and flow-through shares (the "Offering") through a syndicate of underwriters led by Dundee Securities Ltd. and included Canaccord Genuity Corp. and Paradigm Capital Inc. (together, the ("Underwriters")). The Company issued 28,572,000 units ("Units") at a price of \$0.35 per Unit for gross proceeds of \$10,000,000, and 15,134,000 common shares, which qualify as "flow-through" shares (the "FT Shares") at a price of \$0.38 per FT Share for gross proceeds of \$5,751,000. Each Unit is comprised of one common share and one half of one common share purchase warrant (each full warrant, a "Warrant"). Each Warrant entitles the holder to purchase one common share at an exercise price of \$0.50 on or before July 31, 2017.

In total, the gross proceeds of the Offering amounted to \$15,751,000. The Underwriters were paid a commission of 6% of the gross proceeds from the offering and received compensation warrants to acquire 2,622,360 non-flow-through shares at any time until July 31, 2016 at a price of \$0.35 per share. Net proceeds from the issuance were \$14,473,000 after issuance costs comprised of the agent's commission of \$945,000 and other issuance costs of \$333,000. The Company also recognized non-cash costs for the fair value of the warrants granted of \$1,723,000. The sale of tax deductions of \$1,059,000, measured as the difference between the market price of the Company's shares at the date of issue and the issue price of the flow-through shares, was deferred and recorded as a current liability in the consolidated statement of financial position.

- ii. 1,513,134 stock options were exercised at prices between \$0.23 and \$0.30 per common share for proceeds of \$357,000.

(b) During the year ended December 31, 2013

- i. On August 20, 2013, the Company issued by way of a bought deal private placement 6,460,000 flow-through shares on a brokered basis at \$0.62 per share, for aggregate gross proceeds of \$4,005,000. The agent to the private placement was paid a commission of 5% of the gross proceeds from the offering and received broker's warrants to acquire 387,600 non-flow-through shares at any time until February 20, 2015 at a price of \$0.63 per share. Net proceeds from the issuance were \$3,701,000 after issuance costs comprised of the agent's commission of \$200,000 and other issuance costs of \$104,000. The Company also recognized non-cash costs for the fair value of the broker's warrants granted of \$92,000.
- ii. 200,000 stock options were exercised at a price of \$0.23 per common share for proceeds of \$46,000.
- iii. On September 16, 2013, the Company issued 4,080 common shares valued at \$2,000 and \$13,000 in cash pursuant to an agreement by Paragon Minerals Corporation to acquire an exploration property.
- iv. On December 20, 2013, the Company acquired Messina Minerals Inc. and issued 2,132,714 common shares valued at \$896,000 based on the Company's closing market price on December 31, 2013 of \$0.42 per share in exchange for all outstanding Messina shares that the Company did not already own.

CANADIAN ZINC CORPORATION

Notes to the Consolidated Financial Statements

For the years ended December 31, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

12. Reserves

(a) Stock Options

At December 31, 2015, there were 973,800 incentive stock options outstanding. Each stock option is exercisable for one ordinary share of the Company. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry. The Company's stock option plan is a fixed share stock option plan pursuant to which options on up to 7,500,000 common shares may be issued to directors, officers, employees and service providers of the Company. Each option granted shall be for a term not exceeding five years from the date of grant and the vesting period is determined at the discretion of the Board. The option exercise price is set at the date of grant and cannot be less than the closing market price of the Company's common shares on the TSX on the day of grant.

	December 31, 2015		December 31, 2014		December 31, 2013	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of year	5,693,800	\$ 0.47	7,247,734	\$ 0.42	7,605,533	\$ 0.46
Exercised	-	-	(1,513,134)	0.24	(200,000)	0.23
Converted	-	-	-	-	138,134	0.30
Expired	(4,060,000)	0.45	(40,800)	1.14	(258,433)	1.62
Forfeited	(660,000)	0.45	-	-	(37,500)	0.46
Outstanding, end of year	973,800	\$ 0.55	5,693,800	\$ 0.47	7,247,734	\$ 0.42

As at December 31, 2015, the Company has outstanding and exercisable stock options, with a weighted average remaining contractual life of 1.2 years, to purchase an aggregate 973,800 common shares as follows:

	Options Outstanding and Exercisable	
Expiry Date	Number of Options	Weighted Average Exercise Price
January 27, 2016	300,000	\$ 0.71
July 4, 2016	23,800	0.81
October 3, 2017	650,000	0.46
	973,800	\$ 0.55

For the year ended December 31, 2015, the Company did not recognize any share-based compensation expense for stock options granted to directors, officers and employees (2014 - \$23,000 and 2013 - \$120,000).

CANADIAN ZINC CORPORATION

Notes to the Consolidated Financial Statements

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(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

12. Reserves (continued)

(b) Restricted Share Units ("RSUs") and Deferred Share Units ("DSUs")

During the year ended December 31, 2015, the Company issued 3,650,000 RSUs to senior officers and 276,340 DSUs to directors (2014 – nil and nil). At the Annual General Meeting held on June 19, 2014, shareholders approved the adoption of a Restricted Share Unit Plan (the "RSU Plan") and a Deferred Share Unit Plan (the "DSU Plan"). The RSU Plan and the DSU Plan provide for the issuance of shares to eligible employees, directors and consultants, subject to certain vesting and deferral provisions, to a maximum number, equal to 3% and 2% respectively, of the issued and outstanding common shares of the Company. At December 31, 2015, there were 3,650,000 RSUs and 276,340 DSUs outstanding.

	Year ended December 31, 2015			
	Number of RSUs	Weighted average grant date fair value	Number of DSUs	Weighted average grant date fair value
Outstanding, beginning of year	-	\$ -	-	\$ -
Granted	3,650,000	0.11	276,340	0.09
Outstanding, end of year	3,650,000	\$ 0.11	276,340	\$ 0.09

The RSUs granted are subject to an 18 month vesting period; a pay-out date of 3 years; an expiry date of 5 years; and are assigned a fair value based on the share price at time of issuance. Upon issuance, the DSUs are fully vested and are assigned a fair value based on the five day volume weighted average share price. Subject to the terms and conditions of the DSU Plan, DSUs are paid out upon retirement.

For the year ended December 31, 2015, the Company recognized share-based compensation expense of \$124,000 in respect of the RSUs and DSUs (years ended December 31, 2014 and 2013 – \$nil and \$nil).

CANADIAN ZINC CORPORATION
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(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

12. Reserves (continued)

(c) Share Purchase Warrants

As at December 31, 2015, the Company has outstanding exercisable warrants to purchase an aggregate 16,908,360 common shares, with a weighted average remaining contractual life of 1.4 years, as follows:

	December 31, 2015		December 31, 2014		December 31, 2013	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Outstanding, beginning of year	17,295,960	\$ 0.48	8,490,200	\$ 1.00	13,419,693	\$ 0.95
Issued	-	-	16,908,360	0.48	387,600	0.63
Converted	-	-	-	-	84,745	3.54
Expired	(387,600)	0.63	(8,102,600)	1.01	(5,401,838)	0.90
Outstanding, end of year	16,908,360	\$ 0.48	17,295,960	\$ 0.48	8,490,200	\$ 1.00

Expiry Date	Warrants Outstanding and Exercisable	
	Number of Warrants	Weighted Average Exercise Price
July 31, 2016	2,622,360	\$ 0.35
July 31, 2017	14,286,000	0.50
	16,908,360	\$ 0.48

The fair value of the warrants issued was determined using the Black-Scholes option pricing model, based on the following terms and assumptions:

Year of Grant	Year ended December 31, 2014
Dividend Yield	0%
Risk free interest rate	1.08% to 1.41%
Expected life	2.0 to 3.0 years
Expected volatility ⁽¹⁾	66.23% to 68.46%
Weighted average grant date fair value	\$0.10

⁽¹⁾ Determined based on historical volatility of the Company's share price.

CANADIAN ZINC CORPORATION**Notes to the Consolidated Financial Statements**

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(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

12. Reserves (continued)**(d) Summary**

A summary of the changes to the reserves is summarized below as follows:

	Share Options and Units	Warrants	Unexercised Share Options, Units and Warrants	Normal Course Issuer Bid	Total
Balance , December 31, 2013	\$ 1,420	\$ 1,582	\$ 9,075	\$ 604	\$ 12,681
Share-based compensation	23	-	-	-	23
Stock options exercised	(157)	-	-	-	(157)
Unit warrants issued	-	1,456	-	-	1,456
Broker warrants issued	-	267	-	-	267
Warrants expired	-	(1,491)	1,491	-	-
Balance , December 31, 2014	1,286	1,814	10,566	604	14,270
Share-based compensation	124	-	-	-	124
Stock options expired	(1,022)	-	1,022	-	-
Stock options forfeited	(154)	-	154	-	-
Warrants expired	-	(92)	92	-	-
Balance , December 31, 2015	\$ 234	\$ 1,722	\$ 11,834	\$ 604	\$ 14,394

CANADIAN ZINC CORPORATION**Notes to the Consolidated Financial Statements**

For the years ended December 31, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

13. Exploration and Evaluation Expenditures

Prairie Creek Mine	Years ended December 31,		
	2015	2014	2013
Camp operation and project development	\$ 2,106	\$ 1,881	\$ 1,528
Diamond drilling	3,102	1,163	331
Mine planning and feasibility studies	1,045	3,301	1,611
Permitting and environmental	993	1,551	1,342
	7,246	7,896	4,812
Depreciation – mining plant and equipment	71	86	116
Total exploration and evaluation expenditures	\$ 7,317	\$ 7,982	\$ 4,928
Exploration and evaluation expenditures (inception to date), beginning of year	\$ 69,334	\$ 61,352	\$ 56,424
Total exploration and evaluation expenditures	7,317	7,982	4,928
Exploration and evaluation expenditures (inception to date), end of year	\$ 76,651	\$ 69,334	\$ 61,352

Messina & Paragon Properties	Years ended December 31,		
	2015	2014	2013
Camp operation and project development	\$428	\$ 802	\$ 163
Diamond drilling ⁽¹⁾	(95)	1,195	984
Permitting and environmental	-	17	14
Total exploration and evaluation expenditures	\$ 333	\$ 2,014	\$ 1,161
Exploration and evaluation expenditures (inception to date), beginning of year	\$ 3,263	\$ 1,249	\$ 88
Total exploration and evaluation expenditures	333	2,014	1,161
Exploration and evaluation expenditures (inception to date), end of year	\$ 3,596	\$ 3,263	\$ 1,249

⁽¹⁾ The Company received additional government grants in 2015 relating to the 2014 drill programs in Newfoundland (see Note 15).

For the year ended December 31, 2015, employee wages and benefits of \$1,314,000 were included in exploration and evaluation expenditures (2014 - \$1,339,000 and 2013 - \$1,344,000).

CANADIAN ZINC CORPORATION
Notes to the Consolidated Financial Statements

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(Tabular amounts expressed in thousands of Canadian dollars, except for shares, price per share and per share amounts)

14. Tax Deduction Recovery

During the year ended December 31, 2015, the Company recognized a tax deduction recovery of \$471,000 (2014 - \$588,000 and 2013 - \$nil) in respect of flow-through shares previously issued (see Note 11).

15. Government Grants

During the year ended December 31, 2015, the Company received government grants in the amount of \$398,000 (2014 - \$170,000 and 2013 - \$547,000). The grants received or receivable were accounted for as a reduction of the related expense or as a reduction of the carrying value of the related asset.

As at December 31, 2015, a prepayment of \$40,000 was recorded, presented within accrued and other liabilities, for work associated with a grant received from the Research and Development Corporation of Newfoundland and Labrador for work to be completed in 2016 (December 31, 2014 - \$nil). As at December 31, 2014, a receivable of \$170,000 was due from the government of Newfoundland and Labrador and is presented within other receivables and prepaid expenses (December 31, 2015 - \$nil).

16. Income Taxes

The Company's current and deferred income tax expense for the year ended December 31, 2015, is \$nil and \$nil (2014 - \$nil and \$nil and 2013 - \$nil and \$nil). A reconciliation of the statutory tax rate to the effective rate for the Company is as follows:

	2015	2014	2013
Statutory tax rate	26.74%	26.56%	26.51%
Income taxes/(recovery) computed at statutory rates	\$ (2,209)	\$ (3,303)	\$ (1,832)
Expired losses	-	236	60
Flow-through share premium recovery	(126)	(156)	-
Income tax rate changes	(112)	20	(518)
Loss on marketable securities subject to capital gains tax rate	(66)	(118)	465
Non-refundable investment tax credits	(1,651)	-	-
Other	(95)	7	(14)
Permanent differences	40	249	(34)
Renunciation of resource expenditures	779	1,899	-
Tax benefits not yet recognized	3,440	1,166	1,873
	-	-	-

The approximate tax effect of each type of temporary difference that gives rise to the Company's deferred income tax assets and liabilities are as follows:

	2015	2014	2013
Non-capital loss carry forwards	\$ 10,942	\$ 9,868	\$ 8,467
Investment tax credits	1,651	-	-
Marketable securities	1,258	1,314	1,198
Plant and equipment	433	409	386
Resource interests	10,294	9,329	9,515
Other	776	994	843
Net unrecognized deferred income tax asset	\$ 25,354	\$ 21,914	\$ 20,409

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16. Income Taxes (continued)

At December 31, 2015, the Company has approximately \$41,126,000 (2014 - \$37,300,000 and 2013 - \$31,998,000) of non-capital losses for tax purposes available to be carried forward to various dates until 2035 and applied against future income for tax purposes and approximately \$38,889,000 (2014 - \$35,422,000 and 2013 - \$40,425,000) of unused cumulative Canadian exploration and development expenses for tax purposes available to be carried forward indefinitely and applied against future income for tax purposes. The non-capital losses expire as follows:

Year	Total
2026	\$ 2,011
2027	3,511
2028	5,500
2029	3,547
2030	3,605
2031	3,915
2032	6,741
2033	2,282
2034	6,555
2035	3,459
	\$ 41,126

The non-refundable investment tax credits of \$1.6 million expire between 2025 and 2032.

17. Capital Management

The Company manages its cash and cash equivalents, short-term investments, marketable securities, common shares, stock options and share purchase warrants as capital. As the Company is in the exploration and evaluation stage, its principal source of funds for its operations is from the issuance of common shares. The issuance of common shares requires approval of the Board of Directors. It is the Company's objective to safeguard its ability to continue as a going concern, so that it can continue to explore its Canadian properties and develop its Prairie Creek project for the benefit of its shareholders.

18. Related Party Transactions

During the year ended December 31, 2015, the Company incurred rent expense in the amount of \$24,000 (2014 - \$24,000 and 2013 - \$24,000) with a corporation in which the Chairman of the Company is also a director. These transactions were within the normal course of business and have been recorded at amounts agreed to by the transacting parties. At December 31, 2014, \$2,000 was owed to related parties and was included in accounts payable and accrued and other liabilities (December 31, 2015 - \$nil).

During the year ended December 31, 2015, the Company incurred short-term employee remuneration and benefits to officers and directors in the amount of \$690,000 (2014 - \$850,000 and 2013 - \$1,278,000) and share-based compensation with officers and directors in the amount of \$124,000 (2014 - \$2,000 and 2013 - \$13,000).

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19. Financial Instruments

(a) Categories of financial instruments

		Fair Value Hierarchy	December 31, 2015	December 31, 2014
Cash and cash equivalents	FVTPL		\$ 1,674	\$ 8,792
Short-term investments	FVTPL		28	5,023
Marketable securities	FVTPL	Level 3	936	450
Other receivables	Loans and receivables		54	368
Restricted cash	FVTPL		2,075	525
Accounts payable	Other financial liabilities		(298)	(1,303)
Accrued and other liabilities	Other financial liabilities		(153)	(837)

The carrying value of the Company's financial assets and liabilities reasonably approximate their fair values.

(b) Interest rate risk

In respect of financial assets, the Company's policy is to invest cash at floating rates of interest and cash reserves are to be maintained in cash equivalents in order to maintain liquidity. Fluctuations in interest rates impact the value of cash equivalents. Included in the net loss for the year ended December 31, 2015, is investment income on the Company's cash and cash equivalents and short-term investments. As at December 31, 2015, with other variables unchanged, 1% increase or decrease in the Prime rate would have resulted in a decrease or increase, respectively, to net loss of approximately \$71,000. The Company does not have any debt obligations which expose it to interest rate risk.

(c) Foreign currency risk

Fluctuations in foreign currencies may impact profitability of the Company and may also affect the value of the Company's assets and the amount of shareholders' equity. The Company held marketable securities denominated in U.K. pounds sterling. Based upon the marketable securities held at December 31, 2015, and assuming no changes in number of shares or stock price, for every \$0.01 fluctuation in exchange rate between the Canadian dollar and U.K. pound sterling, the Company's net income or loss would increase or decrease by \$4,000, respectively.

(d) 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 does not currently generate any revenues from sales to customers nor does it hold derivative type instruments that would require a counterparty to fulfil a contractual obligation resulting in a credit risk. The Company has never held any asset-backed paper instruments. The Company seeks to place its cash and cash equivalents, short-term investments and restricted cash with reputable financial institutions.

The Company considers the following financial assets to be exposed to credit risk: cash and cash equivalents, short-term investments, marketable securities and restricted cash. The carrying value of these financial assets at December 31, 2015 is \$4,713,000 (December 31, 2014 - \$14,790,000). At December 31, 2015, the Company's cash and cash equivalents, short-term investments and restricted cash were invested with three financial institutions.

(e) Liquidity risk

Liquidity risk encompasses the risk that the Company cannot meet its financial obligations as they fall due. The Company ensures that there is sufficient capital in order to meet short-term business requirements. The Company's policy is to invest cash at floating rates of interest, while cash reserves are maintained in cash equivalents in order to maintain liquidity after taking into account the Company's holdings of cash equivalents, money market investments, marketable securities and receivables. As at December 31, 2015, the Company had positive working capital of \$2,482,000 (December 31, 2014 - \$12,353,000). Additional financing will be required in the short term to continue the development of the Prairie Creek Project and in the longer term to put the Prairie Creek Mine into production. Accordingly, there is a risk that the Company may not be able to secure adequate funding on reasonable terms, or at all.

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20. Commitments

The Company has entered into certain operating lease agreements for office space and equipment. These agreements require the Company to make the following lease payments:

Year ending December 31,	Total
2016	\$ 157
2017	89
2018	-
	\$ 246

During the year ended December 31, 2015, the Company recognized lease expense of \$209,000 (2014 - \$207,000 and 2013 - \$209,000).