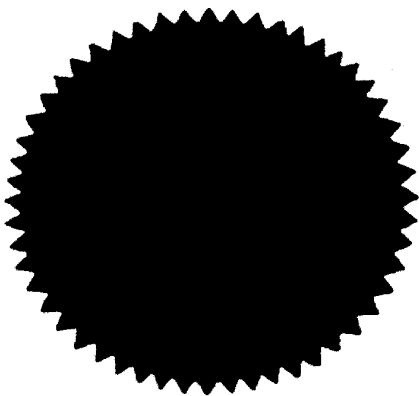


**CERTIFICATE
OF
GOOD STANDING**

BUSINESS CORPORATIONS ACT

I Hereby Certify that, according to the corporate register maintained by me, **ODIN MINING AND EXPLORATION LTD.** was incorporated as a company under the laws of the Province of British Columbia, is a valid and existing company and is, with respect to the filing of annual reports, in good standing.



Issued under my hand at Victoria, British Columbia
On March 10, 2011

RON TOWNSHEND
Registrar of Companies
Province of British Columbia
Canada

República del Ecuador
Consulado General
Vancouver, B.C. Canadá

Presentada para autenticar la firma que
antecede, el suscrito Etienne E. V. Walter,
Cónsul General a.h. certifica que es auténtica
siendo la que utiliza en todos sus actos

Ron TOWNSHEND, Registrar of
Companies, Province of British
Columbia, Canada —

Número de actuación: 057-11

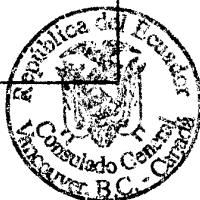
Partida arancelaria: III.15.7.

Valor de la actuación US\$: 50⁰⁰

Vancouver, a 12 MAR. 2011

Walter

Etienne E. V. Walter
Cónsul General a.h.



The Law Society
of British Columbia



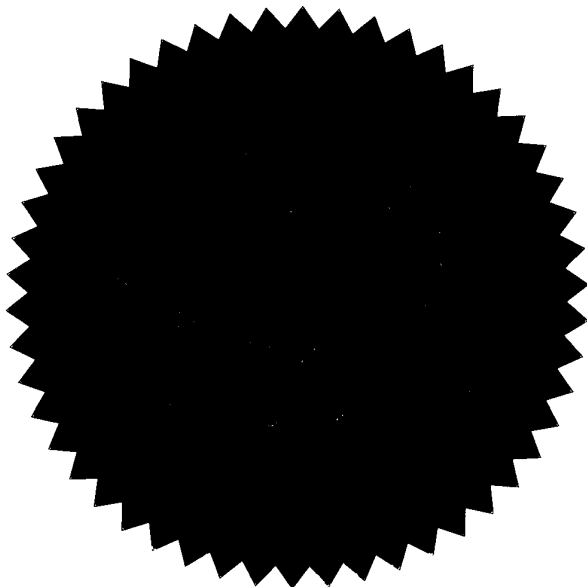
THIS IS TO CERTIFY THAT **Helen Maria RACIC** of the City of Vancouver, in the Province of British Columbia, was called to the Bar and admitted as a Solicitor of the Supreme Court of British Columbia on January 21, 2008, and remains on the Rolls of Barristers and Solicitors of the Society in good standing;

Every practising Barrister and Solicitor of the Supreme Court of British Columbia is a duly qualified Notary Public in and for the Province of British Columbia;

Helen Maria RACIC has all the powers, rights, duties, and privileges of a Notary Public.

AND THAT I have compared the signature of **Helen Maria RACIC** subscribed to the attached instrument with a specimen signature of **Helen Maria RACIC** filed in this office and verily believe the said signature to be genuine.

GIVEN UNDER my hand and the Seal of the Law Society of British Columbia, on March 9, 2011.



A handwritten signature in dark ink, appearing to read "Alan Treleaven", written over a horizontal line.

Alan Treleaven
Director, Education & Practice



República del Ecuador
Consulado General
Vancouver, B.C. Canadá

Presentada para autentificar la firma que
antecede, el suscrito Etienne E. V. Walter,
Cónsul General a.h. certifica que es auténtica
siendo la que utiliza en todos sus actos

Alan TRELEAVEN, Director,
Education & Practice, The Law
Society of British Columbia, Canada

Número de actuación: 058-11

Partida arancelaria: III.15.7.

Valor de la actuación US\$: 50.00

Vancouver, a 12 MAR. 2011

Walter
Etienne E. V. Walter
Cónsul General a.h.





NOTARIAL CERTIFICATE


CANADA) IN THE MATTER OF
)
PROVINCE OF) ODIN MINING AND EXPLORATION LTD.
)
BRITISH COLUMBIA)
)

March 7, 2011

TO ALL TO WHOM THESE PRESENTS SHALL COME, I HELEN RACIC, BARRISTER AND SOLICITOR AND NOTARY PUBLIC in the Province of British Columbia by Royal authority duly appointed do hereby certify and attest to the genuineness of the signature of Stephen Stow on the attached officer's certificate (the "Certificate") of Odin Mining and Exploration Ltd. (the "Corporation") which certifies the attached consent resolution of the Board of Directors of the Corporation (the "Resolution") to grant a general power of attorney to Mauricio Ledesma as the Corporation's representative in Ecuador as more particularly described in the attached Certificate and Resolution, such signature being in the own, true, proper and respective handwriting of the said Stephen Stow.

IN WITNESS WHEREOF I the said notary have subscribed my name and set and affixed my seal of office at Vancouver, in the Province of British Columbia, this 7th day of March, 2011.

In testimony whereof I have subscribed my name and affixed my seal of office at Vancouver, British Columbia, this 7th day of March, 2011.


A Notary Public for and in the Province of British Columbia

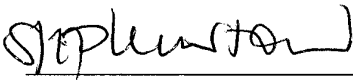
HELEN RACIC
AXIUM LAW CORPORATION
Barrister and Solicitor
Suite 3350, Four Bentall Centre
1055 Dunsmuir Street, PO Box 49222
Vancouver, BC V7X 1L2
Phone: 604-685-5100 Fax: 604-692-4900

ODIN MINING AND EXPLORATION LTD.

I, Stephen Stow, President and Chief Executive Officer of Odin Mining and Exploration Ltd. (the "Company"), HEREBY CERTIFY the following to be a true copy of the directors' resolutions of the Company dated as of the 29th day of December, 2009, which said resolutions have not been varied or amended and are still valid and in full force and effect on the date hereof in accordance with the Articles of the Company.

DATED this 7th day of March, 2011.

ODIN MINING AND EXPLORATION LTD.

Per: 
STEPHEN STOW
President and Chief Executive Officer

"APPOINTMENT OF POWER OF ATTORNEY

WHEREAS the board of directors of the Company wishes to appoint a general power of attorney in favour of Mr. Mauricio Ledesma as its general attorney and representative in Ecuador.

BE IT RESOLVED THAT the board of directors of the Company hereby grants, authorizes and approves the appointment of a general power of attorney in favour of Mr. Mauricio Ledesma as its general attorney and representative in Ecuador to act on behalf of and in the name of the Company and to execute and deliver, under the common seal or otherwise, all agreements, instruments, certificates, documents, directions, notices, acknowledgements and receipts and to perform and to do all such other acts and things as he shall in his sole discretion may consider to be necessary as the representative of the Corporation in Ecuador."

OFFICER'S CERTIFICATE

TO WHOM IT MAY CONCERN

RE: Odin Mining and Exploration Ltd. (the "Company")

The undersigned, Stephen Stow, signing in his capacity as Corporate Secretary of the Company and not in his personal capacity, hereby certifies to the best of his knowledge, information and belief, after having made due inquiry, that:

1. The Company is incorporated in the Province of British Columbia and its registered office is located at Suite 3350, Four Bentall Centre, 1055 Dunsmuir Street, Vancouver, British Columbia V7X 1L2.
2. The common shares of the Company are listed and posted for trading on the TSX Venture Exchange and there are 83,583,743 common shares without par value issued and outstanding as of the date hereof.
3. The Company beneficially owns 100% of the issued and outstanding share capital of Odin Mining del Ecuador S.A. and Prominas S.A.

DATED at Vancouver, British Columbia on March 7, 2011



STEPHEN STOW

President and Chief Executive Officer