

# **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 December 22, 2009***

**RON TOWNSHEND**  
***Registrar of Companies***  
**Province of British Columbia**  
**Canada**

**The Law Society**  
*of British Columbia*



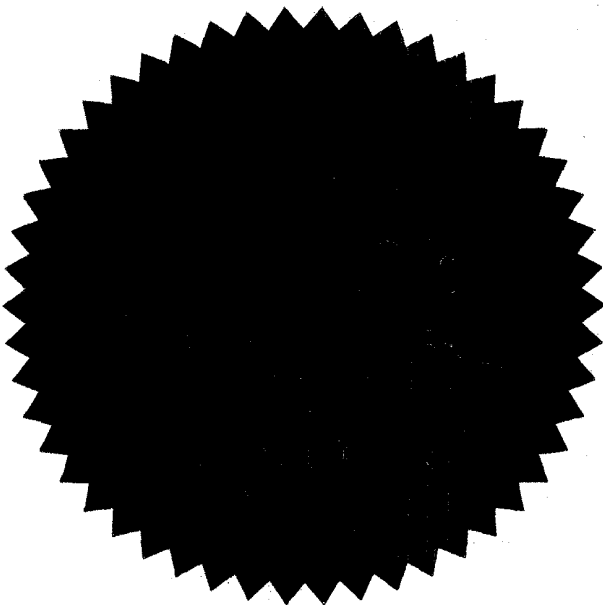
THIS IS TO CERTIFY THAT **Helen Maria RACIC** of the City of Vancouver, in the Province of British Columbia, was called to the Bar and admitted as a Solicitor of the Supreme Court of British Columbia on January 21, 2008, and remains on the Rolls of Barristers and Solicitors of the Society in good standing;

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.

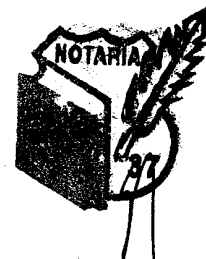
AND THAT I have compared the signature of **Helen Maria RACIC** subscribed to the attached instrument with a specimen signature of **Helen Maria RACIC** filed in this office and verily believe the said signature to be genuine.

GIVEN UNDER my hand and the Seal of the Law Society of British Columbia, on February 9, 2010.



A handwritten signature in cursive script, reading "A Treleaven".

Alan Treleaven  
Director, Education & Practice



**NOTARIAL CERTIFICATE**

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

January 11, 2010

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 Jady Tsang on the attached officer's certificate of Odin Mining and Exploration Ltd. (the "Certificate") 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 Jady Tsang.

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 11th day of January, 2010.

In testimony whereof I have subscribed my name and affixed my seal of office at Vancouver, British Columbia, this 11th day of January, 2010.

  
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: 604-695-3100 Fax: 604-692-4900



**ODIN MINING AND EXPLORATION LTD.**

I, Jady Tsang, Corporate Secretary 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 11th day of January, 2010.

**ODIN MINING AND EXPLORATION LTD.**

Per: \_\_\_\_\_

**JADY TSANG**  
Corporate Secretary



## OFFICER'S CERTIFICATE

TO WHOM IT MAY CONCERN


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

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The undersigned, Jady Tsang, signing in her capacity as Corporate Secretary of the Company and not in her personal capacity, hereby certifies to the best of her 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 68,901,868 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 January 11, 2010.

  
\_\_\_\_\_  
**JADY TSANG**  
Corporate Secretary



# NOTARIAL CERTIFICATE

CANADA ) IN THE MATTER OF  
PROVINCE OF )  
BRITISH COLUMBIA ) ODIN MINING AND EXPLORATION LTD.  
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I, Joseph P. Giuffre, a Notary Public in and for the Province of British Columbia, by Royal Authority duly appointed, residing in the City of Vancouver, Province of British Columbia, do hereby certify that the paper writing annexed hereto is a true copy of the document now produced and shown to me and purporting to be the Certificate of Change of Name from Altra Ventures Inc. to Odin Mining and Exploration Ltd. (the "Company") dated January 23, 1996, the Notice of Articles of the Company dated December 31, 2007, the Articles of the Company, the Certificate of Change of Name from Rock Creek Resources Ltd. to Altra Ventures Inc. dated January 5, 1993 and the Certificate of Incorporation of Rock Creek Resources Ltd. dated March 22, 1988, the said copies having been compared by me with each of the said original documents, an act whereof being requested I have granted under my notarial form and seal of office to serve and avail as occasion may require.

In testimony whereof I have subscribed my name and affixed my seal of office at Vancouver, British Columbia, this 23<sup>rd</sup> day of December, 2009.

(SEAL)

A Notary Public in and for the Province of British Columbia

**JOSEPH P. GIUFFRE**  
*Barrister and Solicitor*  
Suite 3350, Four Bentall Centre  
1055 Dunsmuir Street, PO Bx 49222  
Vancouver, BC, V7X 1L2  
Phone: 604-685-6100 Fax: 604-692-4900

HAZME SENTIR QUE LA PRESENTACION DEL DOCUMENTO QUE ANTE MI  
EL MISMO QUE ME FUE PRESENTADO POR EL INTERESADO EN  
.....SIETE.....FOJA(S) ÚTIL(ES), HABIENDO ARCHIVADO UNA IGUAL  
EN EL PROTOCOLO DE LA NOTARIA TRIGESIMA SEPTIMA ACTUALMENTE A MI CARGO  
COMFORME LO ORDENA LA LEY.

QUITO, A 28 DE Julio DEL 2011

EL NOTARIO

*Roberto Duenas Mera*  
NOTARIA TRIGESIMA SEPTIMA  
Dr. Roberto Duenas Mera  
Quito - Ecuador