General

The following information, prepared as of November 29, 2013 should be read in conjunction with the following financial statements of Odin Mining and Exploration Ltd. (the "Company"):

1. Unaudited consolidated financial statements for the nine month period ended September 30, 2013, and related notes attached thereto; and
2. Audited consolidated financial statements for the year ended December 31, 2012, and related notes attached thereto,

which are prepared in accordance with International Financial Reporting Standards. All amounts are expressed in US dollars unless otherwise indicated.

Caution on Forward-Looking Information

This management discussion and analysis ("MD&A") contains certain forward-looking statements and information relating to the Company that are based on the reasonable beliefs of its management as well as assumptions made by and information currently available to the Company. If used in this document, the words "anticipate", "believe", "estimate", "expect", and similar expressions, used in relation to the Company or its management, are statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Important factors are identified in this MD&A. These statements are prepared as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements pertaining to the following:

1. The Ecuadorian legislative and regulatory environment,
2. The impact of increasing competition,
3. Unpredictable changes to the market prices for minerals,
4. Anticipated results of exploration activities, and
5. The Company's ability to obtain additional financing on satisfactory terms.

With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, amount other things:

1. Volatility in market prices for minerals,
2. Uncertainty associated with estimating resources,
3. Geological, technical, drilling and processing problems,
4. Incorrect assessments of the value of acquisitions,
5. Unanticipated results of exploration activities, and
6. Unpredictable weather conditions, and
7. Unpredictable natural occurrences, such as landslides, volcanic activity, etc.

1. ***Nature of Operations and Overall Performance***

Description of Business, Operations and Financial Condition

The Company's business continues to be to focus on the maintenance of its existing prospective mining properties and the examination of alternative exploration opportunities in Ecuador. The carrying out of early-stage mineral exploration on properties offered to Odin is only undertaken on those having realistic discovery potential. If early stage exploration proves fruitful, the Company policy is to decide at what stage in that project's development it should seek joint venture partners to fund further exploration, add partners' expertise, and/or whether to proceed to development and production without reliance on partners (which has been the case in the past).

Odin currently has one project, called "Greater Cangrejos", located in the foothills of the Andes in the southwest of Ecuador. The project lies 40 km southeast of Machala, the capital of El Oro Province, and 200 km south of Guayaquil, Ecuador's largest city and most important economic centre The project has potential for the discovery for both high-tonnage, low-grade, gold-copper mineralization in a porphyry environment and for lower-tonnage, higher-grade, gold (± copper) mineralization in structurally focused settings above and peripheral to the porphyry mineralization.

Greater Cangrejos Project Area

Since March 2012 Odin's field crews has carried out additional deep, top-of-bedrock, soil sampling and rock sampling within the Estero Zapato, Tadao, Casique, Los Cangrejos and Las Canarias concessions to locate and define potential new drilling targets. To date approximately 697 top-of-bedrock soil samples and 560 rock samples have been collected and sent to Canada for analysis. Odin's teams continue similar work and consequent mapping in preparation for the anticipated and subsequent potential drill program

The Greater Cangrejos project consists of 5 consolidated mineral titles (or concessions) covering a total area of 5,594 hectares (Table 1).

All the mineral titles were confirmed under Ecuador's new mining law in May 2010.

Three of the mineral titles are owned directly by Odin Mining del Ecuador SA and the other two are being acquired from Mr. Francisco Castro Sanchez through an agreement involving an "irrevocable right to purchase". This agreement was signed on May 08, 2007 and approved by the TSX-V on September 20, 2007, although the due dates and final quantum have been subject to announce formal amendments since that date.

Location	Number	Area (ha)
Cangrejos	3	4,872
Cangrejos (Castro)	2	722

Table 1: Summary of Odin Concessions at December 31, 2012

Within the area of the mineral titles Odin controls about 580 hectares of land / surface rights over various critical locations with respect to the conceptual targets at Greater Cangrejos. Odin owns about 420 hectares outright and is acquiring another 160 hectares through the above agreement with Mr. Castro.

The technical part of this MD&A was prepared by Mr. Daniel Noone, a member of the AIG and Director of the Company, as the Qualified Person in accordance with NI 43-101.

2. *Selected Annual Information*

The following table provides a brief summary of the Company's financial operations for each of the last three completed fiscal years. For more detailed information refer to the Company's audited financial statements for the specific periods.

	Year ended December 31, 2012	Year ended December 31, 2011	Year ended December 31, 2010
Non-cash stock-based compensation	$ 5,714	$ 141,400	$ 203,400
Exploration expenditures expensed	-	376,768	774,950
Other operating expenses	430,167	294,629	164,038
Total operating expenditures	(435,881)	(812,797)	(1,142,386)
Interest income	4,938	31,060	1,318
Foreign exchange gain	27,810	-	49,078
Fair value adjustment of derivative liabilities	459,167	1,029,506	234,871
Income (Loss) for the year	$ 56,034	$ 247,769	$ (857,119)
Basic and diluted earnings (loss) per share	$(0.00)	$(0.00)	$(0.01)
Total assets	$ 4,022,052	$ 3,015,369	$ 3,572,301
Total long-term liabilities	$ NIL	$ NIL	$ NIL
Cash dividends declared	$ NIL	$ NIL	$ NIL

3. *Results of Operations*

Through-out most of the year ended December 31, 2012, the Company operated at normal levels of operating and exploration expenditures. In late 2012 the Company adopted a care and maintenance approach significantly reducing operating costs while awaiting approval of a new batch of drilling permits. That care and maintenance approach has extended into the period ended September 30, 2013. Operating expenditures in the nine month period ended September 30, 2013 was reduced to $93,892 (total expenditures of $118,901 less foreign exchange loss of $25,009) from $271,987 in 2012.

Significant expenditures and variations of expenditures incurred during the nine month period ended September 30, 2013, as compared to the nine month period ended September 30, 2013 include:

- **Employee costs – 2013: $18,856 / 2012: $89,462**

  Employee costs include cash payments and share-based compensation paid to directors, officers and employees of the Company and is comprised of the following:

Directors' Compensation – Directors' Fees 2013: $NIL / 2012: $48,586; Director's fees were reinstated effective July 1, 2011, but were subsequently waived when the Company entered the care and maintenance level of operations and eliminated effective January 1, 2013.

Other – 2013: $18,856 / 2012: $40,876; Other employee costs include salary, and related statutory employee benefits) paid to its administrative support employees in Canada and Ecuador of $18,856 ($ 2012: $35,162) and stock based compensation related to stock options that vested during the period of $NIL (2012: $5,714).

- **Management fees – 2013: $18,000 / 2012: $73,348**

  In 2012 management fees were paid to two active managers of the Company. In 2013 management fees were paid at a reduced rate of $2,000 per month to one active manager and director of the Company based in Ecuador. Management fees in the amount of $18,000 (2012: $39,485) were paid to the director of the Company in Ecuador and $NIL (2012: $33,863) to a Company 100% owned by the President and a director of the Company.

- **Other expenses – 2013: $102,977 / 2012: $166,268**

  Professional Fees – 2013: $33,112 / 2012: $104,089; Professional fees are comprised of legal, audit and accounting fees paid and accrued. Expense in 2013 is comprised of legal fees related to general corporate matters $7,026 (2012 - $2,861), audit fees $7,885 (2012 - $63,533) and accounting fees $18,201 (2012 - $32,295). The audit fees have decreased due to two reasons. The reversal of an over accrual for the December 31, 2012 has resulted in a decrease of the current period fees by approximately $30,000 and the 2012 expense included amounts not accrued for the audit of the December 3, 2012 related to the transition from Canadian Generally Accepted Accounting Principles ("Canadian GAAP") to International Financial Reporting Standards ("IFRS"). Accounting fees have reduced to a more normal level following the transition from Canadian GAAP to IFRS.

  General administration – 2013: $34,097 / 2012: $47,536; General administration expenses relate to office, travel, telephone, transfer agent and filing fees. The decrease in expense for the current year reflects an approximate $4,200 decrease in filing fees (no financing activity in the current year), $6,500 reduction in internet and website management and $11,500 decrease in travel costs.

  Foreign exchange loss – 2013: $26,774 / 2012: Income $40,166; Foreign exchange gain or loss results from holding cash and cash equivalents in Canadian dollars. On average, from December 31, 2012 to September 30, 2013 the value of the Canadian dollar has declined from par to approximately $0.97 as compared to the period from December 31, 2011 to June 30 2012 when the Canadian dollar increased in value from approximately $0.9833 to $1.0166.

- **Write-off of exploration and evaluation assets – 2013: $3,195,515 / 2012: $Nil;**

  During recent months management, in the course of its analysis and review of the recoverability of asset values, has identified issues that bring the recoverability of the value of exploration and evaluation assets into question. Those issues include:

  - The Ecuador government continues to cast doubt on the financial viability of resource companies in Ecuador. A number of companies, including large producers, have shuttered or abandoned operations in Ecuador;
  - The current financial position of the Company; and
  - The current state of the financial market place raises question as to the Company's ability to raise the funds necessary to continue the exploration program in a timely manner.

  As a result, management has determined a write-down of exploration and evaluation assets is necessary.

- **Fair value adjustment of derivative liabilities – 2013: $NIL / 2012: $436,884;**

  The Company had derivative financial instruments related to warrants exercisable in Canadian dollars. Derivative financial instruments are initially measured at their fair value. For derivative financial instruments that are accounted for as liabilities, the derivative instruments is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported as charges or credits to income. For warrant-based derivative financial instruments, the Company uses the Black-Scholes option pricing model to value the derivative instruments. To the extent that the initial fair values of the freestanding and/or bifurcated derivative instrument liabilities exceed the total proceeds received, an immediate charge to income is recognized, in order to initially record the derivative instrument liabilities at their fair value. There is no fair value adjustment of derivative liability in 2013 as all warrants had expired by December 31, 2012.

4. Summary of Quarterly Results

The following summary of quarterly results is presented under International Financial Reporting Standards.

	September 30, 2012	June 30, 2013	March 31, 2013	December 31, 2012
Total Revenue	$ -	$ -	$ -	$ -
Net Income (Loss)	$ (3,245,239)	$ (50,493)	$ (65,477)	$ (93,581)
Basic income (loss) per common share	($ 0.03)	($ 0.00)	($ 0.00)	$ 0.00
Diluted income (loss) per common share	($ 0.03)	($ 0.00)	($ 0.00)	$ 0.00

	September 30, 2012	June 30, 2012	March 31, 2012	December 31, 2011
Total Revenue	$ -	$ -	$ -	$ -
Net Income (Loss)	$ 96,027	$ 144,487	$ (90,899)	$ 317,529
Basic income (loss) per common share	$ 0.00	$ 0.00	($ 0.00)	$ 0.00
Diluted income (loss) per common share	$ 0.00	$ 0.00	($ 0.00)	$ 0.00

5. Liquidity

The Company's historical capital needs have been met by issuance of shares. As at September 30, 2013, the Company's working capital was $130,351 (December 31, 2012 – $901,071). The Company proposes to meet any additional financing requirements through equity financing.

The Company's cash and cash equivalents position as at September 30, 2013 was $207,272 (December 31, 2012 - $1,000,140). The net decrease in cash position resulted from cash expenditures for mineral property costs capitalized $586,557 and cash used in operating activities of $206,811 (net of foreign exchange impact).

The Company has no long-term debt.

The Company does not have operations which generate cash flow and it is unlikely that it will generate cash flow in the foreseeable future, except where an alluvial pilot program being considered in August 2013, should be successful.

Future cash requirements will depend primarily on the extent of future exploration programs. Subsequent phases will depend, both on cost and duration, and on results from previous phases, and it is therefore extremely difficult to predict future cash requirements. At the date of this report, the Company has scaled back its exploration activities. It has ceased drilling activity and is currently reviewing results of its recent drilling and exploration activity and all historical exploration documentation available to it. The Company is sufficiently funded to maintain its current properties in the near term but will require additional financing or proceeds from sale or joint venture of properties to complete exploration programs.

Beyond its current working capital the Company is dependent on raising funds by the issuance of shares, loans from related parties or disposing of interests in its unproven mineral interests (by options, joint ventures or outright sales) in order to finance further acquisitions, undertake exploration and development of mineral interests and meet general and administrative expenses beyond one year in the future. There can be no assurance that the Company will be successful in raising additional financing when it is required.

The Company has limited financial resources and there is no assurance that additional funding will be available to allow the Company to fully explore its existing properties. Failure to obtain financing could result in delays or indefinite postponement of further exploration and the possible, partial or total loss of the Company's interest in certain properties. The Company may, in the future, be unable to meet its obligations under agreements to which it is a party and the Company may consequently have its interest in the properties subject to such agreements jeopardized. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the costs required to complete recommended programs.

The Company's consolidated financial statements have been prepared on the basis of a going concern which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Should the Company be unable to continue as a going concern, the realization of assets may be at amounts significantly less than carrying values. The continuation of the Company as a going concern is dependent on its ability to obtain additional equity capital to finance existing operations, attaining commercial production from its mineral properties, and attaining future profitable operations. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

6. ***Capital Resources***

The Company's ability to raise additional funds from the equity markets will largely depend upon general market conditions, the Company's ability to achieve certain exploration milestones and its ability to acquire new properties.

Authorized Share Capital is 200,000,000 common shares without par value. Issued and outstanding common shares as at September 30, 2013 were 97,471,243 (December 31, 2012 - 97,471,243).

During the nine months ended September 30, 2013 no shares were issued:

During the year ended December 31, 2012 no shares were issued.

As at September 30, 2013, there were no share purchase warrants outstanding.

The following table summarizes stock option activity for the periods ended December 31, 2012 and September 30, 2013:

	Number	Weighted Average Exercise Price (Canadian $)
Balance, December 31, 2011	4,815,000	C$0.25
Options expired	(675,000)	C$0.25
Options cancelled	(1,060,000)	C$0.25
Options issued	145,000	C$0.19
Balance, September 30, 2013 and December 31, 2012	3,225,000	C$0.25

The options outstanding as at September 30, 2013 were 100% vested and were comprised of:

Exercise Price per share (Canadian $)	Number Outstanding	Number unvested – not exercisable	Expiry	Weighted Average Remaining Contractual Life (Years)
C$0.25	3,100,000	-	October 26, 2015	2.8
C$0.17	20,000	-	October 1, 2016	3.8
C$0.20	105,000	-	December 20, 2016	4.0
	3,325,000	-		2.9

While there can be no guarantee that option or warrant holders will exercise their options or warrants, any such exercises that do occur would provide additional funding to the Company.

7. ***Off-Balance Sheet Arrangements***

The Company had no off-balance sheet arrangements.

8. ***Transactions with Related Parties***

The following table summarizes the Company's related party transactions for the nine month periods ended September 30:

	2013	2012
Goods or services rendered by, or to, related parties:		
Management fees paid to a director	**$ 18,000**	$ 39,485
Management fees paid to a company controlled by the President and CEO	**$ -**	$ 33,863
Directors' fees expensed	**$ -**	$ 48,586

Transactions with related parties conducted in the normal course of operations are recorded at the exchange value, being the price agreed to between the parties.

	September 30, 2013	December 31, 2012
Amounts included in assets connected to related parties are as follows:		
Prepaid directors fees	**$ -**	$ 48,586 (1)

(1) Directors' fees paid during the year ended December 31, 2011 totaled $72,901 of which $24,315 relate to the year ending December 31, 2011 and $48,586 was prepaid for the nine month period ending September 30, 2013

9. Fourth Quarter

Not applicable

10. Proposed Transactions

None

11. Critical Accounting Estimates

The Company's discussion and analysis of its financial condition and results of operations, including the discussion on liquidity and capital resources, are based on its financial statements that have been prepared in accordance with Canadian generally accepted accounting principles. The preparation of these financial statements requires management to make estimates and judgments that affect reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, management re-evaluates its estimates and judgments, particularly those related to the determination of the impairment of long-lived assets. Management bases its estimates and judgments on historical experience, contractual arrangements and commitments and on various other assumptions that it believes are reasonable in the circumstances. Changes in these estimates and judgments will impact the amounts recognized in the consolidated financial statements, and the impact may be material. Management believes significant estimates and assumptions include those related to the recoverability of mineral properties and deferred exploration expenditures, estimated useful lives of capital assets, determination as to whether costs are expensed or deferred and asset retirement obligations.

Critical accounting estimates used in the preparation of the financial statements include the assumption the Company is a going concern, recoverable value of its mineral properties, asset retirement obligations, valuation of stock-based compensation and future income taxes. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

Going Concern

The Company's consolidated financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realization of assets and discharge of liabilities in the normal course of business. The Company has not placed any of its mineral properties into production. The underlying value of the Company's mineral properties is dependent upon the existence and economic recovery of such reserves in the future and the ability of the Company to raise financing to complete the future exploration and development of the properties, including meeting option payment requirements as they fall due.

While these consolidated financial statements have been prepared on the assumption that the Company is a going concern and will be able to realize its assets and meet its obligations in the normal course of operations, there are conditions and events that cast significant doubt on the validity of that assumption. As at September 30, 2013, the Company has net working capital of $130,351, has an accumulated deficit of $14,548,607, incurred an operating loss of $3,361,209 for the nine months ended September 30, 2013, net cash outflows used in operations of $206,811 (net of foreign exchange impact on cash) for the nine months ended September 30, 2013 and a history of losses from operations. The Company's ability to continue as a going concern and carry out its planned exploration program and meet its option payment commitments is dependent on management's ability to raise required funding through future equity issuances, asset sales or a combination thereof. There is no assurance that such financing will be sufficient to sustain operations in the foreseeable future. The Company's consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary, should the Company be unable to continue as a going concern. Such adjustments could be material.

Depreciation and Amortization

Depreciation and amortization amounts have been calculated based on the Company's internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate an assets useful life. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current knowledge and estimates. Significant changes in estimates will result in changes to depreciation and amortization from period to period.

Impairment of Equipment and Land

Equipment and Land is reviewed for impairment events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount is determined based on value in use calculations prepared on the basis of management's assumptions and estimates.

Provision for Site Restoration

Provision for site restoration has been created based on the Company's internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs which will reflect the market condition at the time of the rehabilitation costs is actually incurred. The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for.

The Company currently has no requirements for site restoration.

Exploration and Evaluation Expenditure

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit (loss) in the period the new information becomes available.

Title to Mineral Property Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Functional Currency

Management has concluded the functional currency of the Company, being the currency of the primary economic environment in which the Company operates, is the United States dollar. In determining the function currency management considered the currency that revenue will primarily be derived in and the currency that mainly influences the cost of providing goods and services in each jurisdiction in which the Company operates. The United States dollar is the dominant currency.

Income Taxes

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. This is deemed to be the case when there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which are expected to reverse in the same year as the expected reversal of the deductible temporary difference. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

Share-based Payment Transactions

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 determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the stock 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 10 of the audited consolidated financial statements.

The Company measures the fair value of warrants determined to be financial instruments at the date they are granted. The fair value is calculated and recorded as a derivative liability as discussed above under derivative financial instruments. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the stock 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 10 to the December 31, 2012 audited consolidated financial statements.

12. *Changes in Accounting Policies. including initial adoption*

Standards, Amendments and Interpretations Not Yet Effective

The following standards and interpretations, which may affect the Company's financial statements, have been issued but are not yet effective:

IFRS 9 *Financial Instruments:* On November 12, 2009, the IASB issued IFRS 9 *Financial Instruments* as the first step in its project to replace International Accounting Standard ("IAS") 39 *Financial Instruments: Recognition and Measurement.* 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 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 additional disclosures about investments in equity instruments measured at fair value in other comprehensive income, and guidance on financial liabilities and de-recognition of financial 16 instruments. Although early adoption is permitted, in December 2011, the IASB issued an amendment that adjusted the mandatory effective date of IFRS 9 from January 1, 2013 to January 1, 2015. The Company is currently determining the impact of adopting IFRS 9.

IFRS 13 *Fair Value Measurement* aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards with IFRSs or US GAAP. The Company has adopted the standard for the accounting period for the accounting period beginning on January 1, 2013.

IFRS 12 *Disclosure of Interest in Other Entities* establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. The Company adopted the standard, effective January 1, 2013, and determined adoption required no changes to the existing Company practices.

13. *Disclosure and Internal Controls and Risk Factors*

Internal Controls and Procedures

In contrast to the certificate required under National Instrument 52-109 *Certificate of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("CD&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representation relating to the establishment and maintenance of:

a. Controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annul filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

b. A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's generally accepted accounting policies.

The Company's certifying officers are responsible for ensuring processes are in place to provide them with sufficient knowledge to support the representations they are making in their certification.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement, on a cost effective basis, DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filing and other reports provided under securities legislation.

Risk Factors

In conducting its business, the Company, like all development-stage mineral exploration companies, faces a variety of risks uncertainties. While unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible.

Exploration and Development - Resource exploration and development is a highly speculative business, characterized by a number of significant risks including, but not limited to, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. Few exploration projects successfully achieve development due to factors that cannot be predicted or anticipated, and even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. The Company closely monitors its activities and those factors that could impact them, and employs experienced consulting to assist in its risk management and to make timely adequate decisions.

Title Risks - Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims, as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties.

Fluctuating Metal Prices - Factors beyond the control of the Company have a direct effect on global metal prices, which have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects and the Company's ability to finance the development of its projects cannot be accurately predicted and may be adversely affected by fluctuations in metal prices.

Environmental Regulations, Permits and Licenses - Environmental laws and regulation could also impact the viability of a project. The Company has ensured that it has complied with these regulations, but there can be changes in legislation outside the Company's control that could also add a risk factor to a project.

Operating in a foreign country has legal, political and currency risk that must be carefully considered to ensure their level is commensurate to the Company's assessment of the project.

Competition - The mineral exploration industry is intensely competitive in all its phases, and the Company competes with some companies that have greater financial and technical resources. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

Future Financings - The Company's continued operation will be dependent in part upon its ability to generate operating revenues and to procure additional financing. To date, the Company has done so through combination of equity financing and loans from directors. The current state of global equity markets has had a direct effect on the ability of exploration companies, including the Company, to finance project acquisition and development through the equity markets. There can be no assurance that funds will be generated from the Company's current revenue sources or that other forms of financing can be obtained at a future date. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in some or all of the properties or reduce or terminate some or all of the operations.

Price Volatility of Publicly Traded Securities - During the past year, global securities markets have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur.

14. Approval

The Board of Directors of Odin Mining and Exploration Ltd. have approved the disclosures contained in the Management Discussion and Analysis for the nine months ended September 30, 2013, prepared as at November 29, 2013.

15. Other Information

Additional information relating to the Company can be found on the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR) database at www.sedar.com.