

Form 51-102F1

Management's Discussion and Analysis of Financial Position and Results of Operations

Quarter Ending – September 30, 2007

General

The following information, prepared as of November 28, 2007, should be read in conjunction with the unaudited consolidated financial statements of Odin Mining and Exploration Ltd. (the "Company") for the year ended September 30, 2007, as well as the audited consolidated financial statements for the year ended December 31, 2006 and the related management's discussion and analysis (the "Annual MD&A"). All amounts are expressed in US dollars unless otherwise indicated.

Forward-Looking Information

This quarterly management discussion and analysis ("Quarterly MD&A") contains certain forward-looking statements and information relating to the Company that are based on the 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 Quarterly MD&A.

Description of Business, Operations and Financial Condition

The Company's business continues to be to focus on examining exploration opportunities and on carrying out early-stage mineral exploration on properties offered to Odin and identified by management as having realistic discovery potential. If early stage exploration proves fruitful, the Company will then decide at what stage in project development to seek joint venture partners to fund further exploration and to add partners' expertise, or whether to proceed to development without reliance on partners.

The Company's exploration activities currently consist of three projects. The South Plateado and North Plateado projects in southeastern Ecuador are targeting epithermal/mesothermal gold mineralisation and porphyry-style, copper-gold-molybdenum mineralisation respectively, and the "Greater" Cangrejos project in the southwest of the country is targeting porphyry-style gold-copper mineralisation.

There has been no change in the concessions that Odin holds in their entirety under title through its two Ecuadorian operating companies during the quarter. However, the agreement announced on May 8th with Mr Francisco Castro Sanchez with respect to the Casique (342 ha) and Las Cañarias (380 ha) concessions adjacent to the eastern side of Odin's own concession block at Cangrejos was finalized with TSX Venture Exchange approval on October 29th. Consequently, the title holding now controlled by Odin is as summarized in Table 1.

Project Area	Concessions Held	Area (ha)
Plateado South	8	7,495
Plateado North	6	19,710
Cangrejos (Odin)	11	7,799
Cangrejos (ex-Castro)	2	722
TOTALS	26	35,726

Table 1: Summary of Odin’s concession holdings at end September 2007

Given the legal, political and social situation prevailing in Ecuador, Odin believes that only by owning both the mineral and surface rights over the principal areas of interest can the company be relatively certain of being able to carry out its exploration and, eventually, its mine development programmes in a cost effective and timely manner. Consequently, in addition to the land acquired as part of the Agreement with Mr Castro, Odin has purchased other land / surface rights in critical locations with respect to its conceptual targets. Currently, including the Castro land purchased, Odin controls about 300 ha over its main target zone on the eastern side of Greater Cangrejos, and negotiations are well advanced to purchase more ground.

As a result of the preliminary agreement reached with Mr Castro on May 08th, all field crews were reassigned all the start of this quarter from the Los Planes target in the South Plateado project area back to the Greater Cangrejos project. The field crews were fully engaged at Greater Cangrejos throughout the quarter, and are expected to remain so until year end. Consequently, fieldwork at Los Planes, in particular, and at South Plateado, in general, will remain suspended until Odin has completed the initial, high priority fieldwork on and around the Castro concessions.

As in the previous quarter, the North Plateado project continues to remain on standby pending a satisfactory resolution of the access issues with the local indigenous communities.

Mr Armando Carvajal, a senior Ecuadorian geologist, who is very well known to the Company, is in direct charge of all Odin’s fieldwork in Ecuador. He is working under the general direction of Mr Michael Potter, MSc, MBA, MAusIMM, MIMMM, an independent geological consultant. Mr Potter acts as the “qualified person” in terms of NI 43-101 for the geological work described.

1. South Plateado Project Area

1a. Los Planes Target

The Los Planes prospect is located in the extreme southeast corner of Ecuador on the border with Peru. The property lies 20 km southeast of Zumba, the nearest town (pop. 1000) and 110 km south-southeast of the important university city of Loja (pop. 120,000).

The target under evaluation at Los Planes consists of a NNE trending, 4000m x 700m (approx 300ha), +15 ppb gold anomaly as interpreted from the results of reconnaissance, ridge and spur soil sampling

carried out in 1997 by Cambior Inc. (“Cambior”). At that time Cambior was Odin’s joint venture partner in the project. This large, low-value soil anomaly contains several, abandoned, artisanal gold workings, where narrow, low-sulphide, epithermal/mesothermal quartz veins hosted by andesites of the Misahualli formation have historically given localized spot grades up to 105 g/t.

The fieldwork carried out in 2004 at Los Planes located anomalous gold and arsenic soil values on nearly all lines in two relatively small (32 ha and 64 ha) gridded areas located 1.5 km apart over what was considered the most promising parts of the large anomaly. However, individual anomalous soils values were difficult to correlate between lines, and soil creep in the steep terrain has almost certainly complicated the situation. The exposed quartz veins found in 2004 were low-grade (5.5 g/t Au max.), rather variable in thickness and lacking in lateral continuity. The associated alteration tended to be weak, mostly clay dominated and sporadically developed. However, while the exposures seen did not themselves constitute a significant body of mineralization, they might still represent geochemical leakage from something more substantial at depth.

From October 2006 to January 2007, Odin carried out a top-of bedrock soil sampling programme on a 320 m x 10 m grid cut to infill the area between the two grids sampled in 2004. The minus 80 mesh (sub 180 micron) fraction of each soil sample was analysed by ACME Analytical Services Limited in Vancouver for gold, arsenic and 34 other elements using the ICP-MS (inductively coupled plasma-mass spectrometry) technique after an aqua-regia leach on a 30 gm aliquot. Table 2 below summarizes the results obtained for gold and arsenic for all the systematic samples collected during this campaign.

AREA Element	percentile				
	Min	10%	50%	90%	Max
TOTAL RECCE GRID (1057 samples)					
Au (ppb)	<0.5	3	14	100	5444
As (ppm)	<0.5	3	23	193	6153

Table 2 Los Planes: Summary of top-of-bedrock soil sampling results (-80 mesh fraction)

Anomalous gold (>100 ppb Au) and anomalous arsenic (>100 ppm As) occur on all lines sampled over a strike length of 3500 m. The anomalous arsenic values correlate closely in space with the anomalous gold values. However, the arsenic values tend to have a more consistent and more extensive distribution than the gold values. At the wide spacing used, detailed correlation of anomalies from line to line for both gold and arsenic is uncertain. Hill creep on the steep (to 45°), often forested terrain, and the narrow widths of the quartz veins and veinlets targeted further complicate the situation.

In February 2007, the field crews started a programme of geological mapping, rock sampling and stream sediment sampling along the creeks around the main soil anomalies. All samples were sent for analysis to Acme Analytical Services Limited in Vancouver. The minus 80 mesh (sub 180 micron) fraction of the stream sediments were analysed in the same manner as the soil samples above. However, after crushing and pulverizing the rock samples were analysed for gold by fire assay on a 30 gm sub-sample and for 29 other elements by ICP-ES on a 0.5 gm sub-sample.

The results for the first batch of 120 new rock samples obtained from within the 500 m x 500 m Los Planes North anomaly and from the area to the northeast thereof, were reported in the June quarter. These results are considered consistent with those obtained during the 2004 sampling exercise (Table 3). However, the average gold value (2.1 g/t Au) for the new samples of quartz rich material (veins and

silicified zones) is double the average value (1.0 g/t) for the equivalent 2004 data set. This increase in part reflects the presence in the new data set of three samples with gold values greater than 10 g/t gold, namely 16.3 g/t (check = 20.6 g/t) from ODN 3549, 17.6 g/t (check = 21.2 g/t) from ODN 3532 and a spectacular 920 g/t (check = 813 g/t) from ODN 3498. The results from the two streams in the area to the north and northeast of the Los Planes North anomaly were poorer than those from the main anomaly (Table 3). Nevertheless, sporadic values to about 1 g/t Au were still being obtained over 1 km away from the main anomaly.

<u>AREA</u> <u>Sample type</u> <u>element</u>	<u>Mean</u>			<u>Min</u>			<u>Max</u>		
	2004	2007		2004	2007		2004	2007	
		May	Nov		May	Nov		May	Nov

<u>A. ROCKS FROM THE LOS PLANES NORTH ANOMALY</u>											
<u>Quartz veins</u>											
<i>number of samples</i>	16	31	48								
Au (g/t)	1.0	2.1	0.9		0.1	0.1	0.02		5.5	10.0 (cut)	10.0 (cut)
Ag (g/t)	1.5	2.3	1.9		0.1	<0.3	<0.3		4.7	10.0 (cut)	9.7
As ppm	1600	1900	1300		200	71	7		5100	8700	>10000
<u>Altered wallrock</u>											
<i>number of samples</i>	34	67	144								
Au (g/t)	0.3	0.3	0.4		0.01	<0.01	<0.01		1.2	1.4	7.3
Ag (g/t)	0.5	0.6	1.0		0.1	<0.3	<0.3		2.3	3.4	5.9
As ppm	840	880	820		130	80	4		2200	3300	5100

<u>B. ROCKS FROM THE NORTHEAST OF THE LOS PLANES NORTH ANOMALY</u>											
<u>Altered wallrock</u>											
<i>number of samples</i>	22										
Au (g/t)	0.4				<0.01				1.5		
Ag (g/t)	1.0				<0.3				4.7		
As ppm	740				2				4200		

<u>C. ROCKS FROM THE LOS PLANES CENTRAL AREA</u>											
<u>Quartz veins</u>											
<i>number of samples</i>	4										
Au (g/t)	0.4				0.08				0.9		
Ag (g/t)	1.1				<0.3				2		
As ppm	900				60				1400		
<u>Altered wallrock</u>											
<i>number of samples</i>	42										
Au (g/t)	0.2				<0.01				1.7		
Ag (g/t)	1.0				<0.3				6.4		
As ppm	440				4				2400		

Table 3: Rock sample results from Los Planes

The results of the second batch of 238 rock sample results are also summarized in Table 3. Most of the samples came from within the Los Planes North Anomaly and its newly identified, 800 m x 150 m southern extension. Again these results are considered consistent with the previous results. The average gold value (0.9 g/t Au) for quartz rich material (veins and silicified zones) is very similar to the average value (1.0 g/t Au) for the equivalent 2004 data set, and in this new data set only one sample returned a gold value greater than 10 g/t (26.4 g/t from ODN 3823). The gold values in the new samples from the Los Planes Central anomaly are generally low. However, they do justify a closer examination of the area between the two grids sampled in 2004.

All the rock sample values obtained from this year's work at Los Planes have now been reported. The results of the 110 new stream sediment samples are being plotted, and these results will be released as soon as the interpretation is complete.

Following the preliminary agreement reached with Mr Castro at Cangrejos, and Mr Potter's field visit to Los Planes on 1-3 June, all the field crews were reassigned to the Greater Cangrejos project. Consequently, field work at Los Planes has now been suspended until the initial, high priority work in and around the Castro concessions has been completed.

In order to optimize the fieldwork at Los Planes and on the other South Plateado targets, in April 2007 Odin contracted Encom Technology Pty Ltd ("Encom") of Australia to carry out a review of all the information obtained so far on the South Plateado project area to be superimposed onto a base of satellite imagery interpretation. A series of well delineated targets based on structural and interpreted alteration patterns have been identified using a combination of reprocessed airborne magnetic data, radiometrics, and recently acquired ASTER images (Advanced Spaceborne Thermal Emission and Reflection Radiometer. A high resolution (15m) imaging instrument that is flying on the Terra satellite). To further improve the resolution of the interpretation and aid subsequent field exploration high resolution QuickBird imagery has been requested, the delivery of this has been delayed due to cloud cover during acquisition.

Odin has engaged Terrambiente Consultores Compania Limitada to prepare the environmental reports now required for the Los Planes area. However, Terrambiente will complete the comparable studies underway at Greater Cangrejos before starting work at Los Planes.

1b. Sangola Target

The start of detailed stream sediment sampling, geological mapping and rock sampling scheduled for the Sangola gold anomaly located 20 km to the NNE of the Los Planes anomaly has now been postponed to 2008, following the switch in fieldwork focus from South Plateado to Greater Cangrejos.

2. North Plateado Project Area

The North Plateado project area lies about 50 km to the NNE of the South Plateado project area. North Plateado contains two potential porphyry-style targets at Shamataka (Au-Cu) in the south and Las Orquideas (Cu-Mo) in the north. No fieldwork was carried out on either of these properties 2004 - 2007 because of uncertainties about access and environmental issues resulting from the inclusion of the entire Shamataka target and much of the Las Orquideas target within the Nangaritza Protected Forest on ground controlled by indigenous peoples.

The Company had regarded North Plateado as its priority area for fieldwork in 2006/7. However, in July 2006 a company representative attended a meeting with delegates of the local indigenous communities in the area to seek permission to re-enter the ground under their control in order to recommence exploration

activities. Unfortunately, the assembly unanimously voted to deny access to their ground to all mining and exploration companies. The Company continues its efforts to break this impasse. This is the Company's only project operating under these local challenges.

3. Greater Cangrejos Project Area

The Greater Cangrejos property lies in the western foothills of the Andes of south-western Ecuador 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 term "Greater" Cangrejos is now being used to cover both Odin's original Cangrejos property plus the two concessions recently negotiated with Mr Castro.

On June 30, 2004 the Company filed a NI 43-101 report with respect to the original 4,756 ha Cangrejos property. This report was prepared by an independent geological consultant, Mr Michael Potter, MSc, MBA, MIMMM, MAusIMM, CEng, a "qualified person" for the purposes of NI 43-101. The summary of the report is produced below.

"The 4756 ha Cangrejos property of Odin Mining in south-western Ecuador is considered to be highly prospective for porphyry-type Au-Cu mineralization related to Miocene age intrusives.

From 1994 to 2001 the property was part of a larger exploration project, the El Joven Joint Venture, formed between the Company (40%) and Newmont Overseas Exploration Limited (60%). The objective of the joint venture was to locate the hard-rock source of the alluvial gold produced by the Company from the Biron mine (69 000 oz Au recovered). Newmont, who had acted as operator, withdrew from the joint venture in 2001 and transferred the concessions described here to the Company.

The Cangrejos prospect covers parts of a large Au-Cu porphyry system located by the El Joven Joint Venture. Newmont tested the mineralization on the Company's ground with thirteen diamond drill holes. Seven of these holes returned intersections greater than 70 m at a 0.5 g/t Au cut-off. The best hole gave 192 m at 1.6 g/t Au (plus 0.2% Cu).

The gold and copper mineralization is associated with 1-2 % sulphides (usually chalcopyrite), pervasive hydrothermal alteration (most notably silica flooding), brecciation and minor multi-directional quartz veinlets in an area of structural intersections and intrusive andesites within a Miocene quartz-diorite.

The mineralization within the drilled area when combined with what may be found under other anomalies on the property, especially that at Dos Bocas, may be sufficient to support a large-scale (5-15Mt/y), multi-pit, open-cut mining and milling operation.

A programme of check soil sampling and geological mapping followed by 20 scout diamond drill holes totalling 5000 metres is proposed to test the potential of the geochemical anomalies away from the area already drilled. One rig would be expected to complete the drilling in about 5 months. However, the total work programme could take 10 months and cost about CND\$ 2.0 million (US\$ 1.6 million).

The Company carried out low-key exploration work on the property during 2006 in order to provide information that would be of value in the detailed planning of a major exploration programme, in anticipation of successful conclusion of negotiations with neighbouring concession holders. At the same time the Company rehabilitated most of the major elements of the base camp it took over, when Newmont left the El Joven joint venture in 2001.

On 08 May 2007 Odin announced that it had signed a "binding letter of Agreement with Mr Francisco Castro Sanchez to purchase a 100% ownership interest in certain mineral concessions in south-western

Ecuador comprising approximately 500 hectares, including surface rights to some 268 hectares.” After due diligence, it is clear the two concessions involved comprise approx. 722 hectares, Las Cañarias (380 ha) and Casique (342 ha) infill the gap along the eastern boundary of Odin’s Los Cangrejos concession between the Paloma/Trinchera mineralised trend drilled by Newmont in 1999/2000 and the Dos Bocas anomaly resampled by Odin in 2006. The surface rights area, as measured by Odin is in fact only 160 hectares. The area is therefore a key element in reconstructing the Greater Cangrejos concession position, as it existed at the time of the El Joven joint venture with Newmont. Although the main target in the two Castro concessions is expected to be high-grade, relatively low-tonnage, gold-quartz veins, the potential for locating disseminated, porphyry-style, gold mineralization, similar to that found on the original Cangrejos concessions, cannot be discounted.

As a consequence to the agreement reached with Mr Castro, Odin increased the mandate to Encom to include a review study of all available information over the expanded Cangrejos project area to start as soon as the similar study being carried out at South Plateado. Preliminary results of the integrated interpretation have identified 6 well defined targets based on soil geochemistry, drillhole data, airborne magnetic and radiometric data together with ASTER imagery all within the Greater Cangrejos area. Encom has now requested QuickBird satellite imagery to further refine the interpretation, delivery is pending cloud coverage.

In June the field crews transferred from Los Planes and installed themselves in the newly rehabilitated ex-Castro camp on the Sierra Azul ridge. Logistically this is a much more convenient base for the current field operations than the old Newmont camp. The crews carried out detailed geological mapping, stream sediment sampling and rock chip sampling along the creek beds over the Castro concessions and over the adjoining parts of the Cangrejos concession. During the quarter the field crews collected about 130 rock samples and around 300 stream sediment samples. These samples have been sent to Acme Analytical Services Limited in Vancouver for gold and multielement analysis.

The above work was completed near the end of the current quarter. The field crews then started a systematic top-of-bedrock soil sampling programme on a 50 m x 50 m grid over the main target area. By the end of the quarter the three field crews had collected approximately 80 samples. It is expected that this task will occupy the three field crews until the end of the year.

Terrambiente Consultores Compania Limitada are well on the way to completing the required environmental reports, including the holding of the legally required public meetings. It is expected that the final reports will be delivered to the relevant government authorities for approval in December 2007.

General Performance

As at September 30, 2007, the Company had total assets of \$3,008,934 which was an increase of \$8,960 from December 31, 2006. The increase in assets is attributable to the interest income net of operation expenses for the period.

On April 26th 2007, the Company granted 25,000 stock options and recognized a stock-based compensation expense of \$7,125. The fair value of the compensation is calculated by using the Black Scholes option pricing model with the following weighted average assumptions:

Risk free interest rate	4.30%
Expected life	5 years
Expected volatility in the market price of the shares	100%
Expected dividend yield	0%
Weighted average exercise price	C\$0.30

Fair value of options C\$0.40

On balance sheet date, the Company has the following stock options outstanding:

Exercisable on	No. of Options	Exercise Price	Remaining Life
August 24, 2005	630,000	C\$0.25	2 years 11 months
November 24, 2005	630,000	C\$0.25	2 years 11 months
February 24, 2006	630,000	C\$0.25	2 years 11 months
May 24, 2006	630,000	C\$0.25	2 years 11 months
April 26, 2007	<u>25,000</u>	C\$0.30	4 years 7 months
Total	<u><u>2,545,000</u></u>		

On October 29th 2007, the Company granted an additional 650,000 stock options with an exercise price of C\$0.25 each. The fair value of the new options, calculated with the Black Scholes pricing model, is estimated at \$153,027.

Results of Operations

Other than the exchange gains and interest income recorded, the Company has not generated any operating revenues for the past 5 years. The overall net operating losses have been substantially reduced from \$246,692 recorded for the first three quarters of 2006 to \$31,910 in 2007 as follows:

	2007	2006
Normal operating expenses, 1 st quarter	91,914	49,573
Normal operating expenses, 2 nd quarter	97,233	81,012
Normal operating expenses, 3 rd quarter	<u>92,435</u>	<u>40,619</u>
Sub-total	281,582	171,212
Interest income	(48,148)	(7,409)
US exchange (gain) Loss	(208,649)	11,680
Stock-based non cash stock option expense	<u>7,125</u>	<u>70,209</u>
Operating losses	<u><u>\$ 31,910</u></u>	<u><u>\$245,692</u></u>

On September 30, 2007, the Company had US\$1,338,679 on deposit. The sizable cash on deposit, which is held in Canadian dollars, on September 30, 2007, and the strengthening of the Canadian dollar against the US's, has yielded \$208,000 in exchange gain and \$48,148 in interest income for the nine months.

The 2007's operating expense increase of \$110,000 over 2006's is represented by increases in management fee of \$41,000, directors' fees of \$18,000, wages and benefits of \$12,000, occupancy costs of \$10,000, professional fees of \$20,000, and \$9,000 in general administrative expenses.

Selected Annual Information

Years	2006	2005	2004	2003
Total revenues	\$nil	\$nil	\$nil	\$nil
Net (loss)	(\$450,076)	(\$326,056)	(\$396,100)	(\$341,899)
Net (loss) per share (Basic and fully diluted) ⁽¹⁾	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)
Total Assets	\$2,999,794	\$919,833	\$1,129,254	\$1,319,299

(1) The basic and fully diluted calculations result in the same values due to the anti-dilutive effect of outstanding stock options and warrants.

Summary of Quarterly Results (unaudited)

Three months ended	Sept. 30, 2007	June 30, 2007	March 31, 2007	Dec. 31, 2006	Sept. 30, 2006	June 30, 2006	March 31, 2006	Dec. 31, 2005
Total revenues	\$nil	\$nil	\$nil	\$nil	\$nil	\$nil	\$nil	\$nil
Net income/ (loss)	\$11,040	\$24,411	(\$67,361)	(\$204,384)	(\$51,389)	(\$109,281)	(\$85,022)	(\$122,626)
Net (loss) per share (Basic and fully diluted)	0.00	0.00	(0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)

Financing Activities

There have been no financing activities during the three quarters of 2007.

Investing activities

On April 4, 2007, the Company signed a Letter of Agreement to acquire 100% of mineral concessions over approx. 722 hectares and surface rights to in fact some 160 hectares in South-Western Ecuador, referred to as the “Castro Interests” for \$2,000,000 (with an additional commitment to expenditure of \$500,000 in the first 24 months of the Agreement period) over 42 months from the closing of the formal Agreement. On June 11th 2007, the TSX Venture Exchange accepted a filing by the Company of the Letter of Agreement. On October 29, 2007 the TSX Venture Exchange accepted a filing by the Company of the formal Agreement. All time limits for payments to Mr. Castro run from that date.

The company has capitalized mineral expenses of \$1,533,916 which is an increase of \$ 900,863 from December 31, 2006. The mineral expenses are made up of:

ITEM	Project CANGREJOS		Project PLATEADO		Project OTHERS	TOTAL \$
	Office	Field	Office	Field	Field	
Expenditures capitalized 12/31/2006	211,625	211,462	142,667	187,299	0	753,053
Add: Expenditures capitalized in 2007						
Land purchases					446,000	446,000
Deposit against Castro interest					20,000	20,000
Mineral Rights		16,342		46,435		62,777
Legal Fees – Quito		20,760				20,760
General Expenses – Quito	14,964	5,288	7,733	38,148		66,133
Geological Consulting		14,750		42,469		57,219
Geological Staff - Ecuador		38,356		63,963		102,319
Assay		25,655				25,655
2007's Expenditures	14,964	121,151	7,733	191,015	466,000	800,863
Expenditures capitalized 09/30/2007	\$226,589	\$332,613	\$150,400	\$378,314	\$446,000	\$1,533,916

a) Cangrejos Project

The Company had 11 separate mineral titles as at September 30, 2007 covering 7,799 has. located near Machala South West Ecuador.

b) 130 has. of land at Cangrejos Project

The Company purchased 130 has. of land (as measured by Odin) that it considered material to its project development at the Greater Cangrejos Project for \$446,000.

c) Castro interest (adjacent to the Company's Cangrejos Project)

On May 8th, 2007 the Company entered into a binding Letter of Agreement with Snr Francisco Castro Sánchez for an option over mineral rights and land at Cangrejos. This provides Odin with 2 additional mineral rights concessions, covering some 722 has. (Las Cañarias – 380 has. – Casique - 342 has.), and ownership of surface rights to 160 has. (as measured by Odin). Total consideration if the transaction completes will be \$2,000,000 over 42 months from Closing of the final agreement. Closing took place on October 29, 2007. Additionally, there is a commitment to \$500,000 in exploration costs.

d) Plateado Projects

The Company had 14 separate mineral titles as at September 30, 2007 in the two areas referred to as Plateado South and Plateado North respectively, both in Eastern Ecuador.

There are no major cities nearby.

The total area covered is 27,205 has.

Liquidity

The Company had a history of profitable operations until 1998, but since then none, and currently its retained mineral projects are at their early stage. Therefore, the Company is subject to many risks common to comparable exploration companies, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues.

On September 30, 2007, the company has a net consolidated working capital position of \$1,223,130, which is all made up of cash and cash equivalents on hand. The same position on December 31, 2006 was \$2,076,869. The reduction in working capital has been used to fund the increase in mineral properties.

Contractual Obligations

The Company's business is subject to various option and/or lease agreements in connection with the acquisition and exploration of mineral interests. These agreements generally require the Company to make periodic payments over a varying number of years to maintain its interests. The Company can cancel these agreements at any time without completing the remaining payments and without penalty.

The Company's interests in its Cangrejos concessions in Ecuador are held subject to annual concession payments aggregating approximately \$25,000 for each year 2007 through 2009, \$50,000 for each year 2010 through 2012, \$100,000 for each year from 2013 to 2015 and \$125,000 for each year thereafter. The company's interests in its El Plateado concessions are held subject to annual concession payments

aggregating approximately \$54,000 in 2007, \$94,000 in each of 2008 and 2009, \$107,000 in 2010, \$187,000 in each of 2011 and 2012, \$215,000 in 2013, \$374,000 in 2014 and 2016 and \$430,000 for each year thereafter. These figures will vary from time to time as the size and number of concessions changes.

Following the signing of the definitive agreement with Mr. Castro concerning his mineral concessions and surface holdings at Cangrejos, Odin will be obligated to pay Mr. Castro \$160,000 and \$180,000 within 12 months and 24 months respectively from October 29, 2007, the date on which the TSX Venture Exchange accepted for filing the formal Agreement (the Relevant Date) with the balance of \$2 million to be paid in two additional installments within 30 and 42 months of the Relevant Date. In addition Odin will be obligated to spend a minimum of \$500,000 on exploration on the property within 2 years of the Relevant Date.

If the acquisition of the Castro interest materializes, the Company is obligated to make the following payments to the vendor of the interest:

\$60,000	cash upon Closing of the Agreement (“Closing”)
\$80,000	12 months from Closing
\$180,000	24 months from Closing
\$500,000	exploration expenditures within 24 months from Closing
\$660,000	30 months from Closing
\$1,000,000	42 months from Closing

Transactions with Related Parties

The Company has paid fees of \$105,000 to management, officers, directors and a company controlled by an officer of the Company in the quarter ended September 30, 2007.

The Company paid \$1,482 storage fee to Zen Capital & Mergers Ltd, which is a private company controlled by a director of the company. This amount is included in occupancy cost.

The Company receives a contribution towards its lease commitments equivalent to 20% of all lease costs and telephone charges from related parties, as well as direct costs. These amounts received have amounted to \$3,929 recovered during the nine months.

Transactions with related parties are described in note 7 to the consolidated financial statements for the quarter ended September 30, 2007.

Financial Instruments

The Company’s financial instruments consist of highly liquid investments held in the form of high quality commercial papers, the investment terms of which are less than three months.

The Company is exposed to currency exchange rate risks to the extent of its foreign activities in Ecuador. The Company does not hedge its exposure to fluctuations in the related exchange rates.

Outstanding Share Data

Authorized Capital:
200,000,000 Common shares, no par value

Issued and outstanding:

47,814,791 common shares as at June 30, 2007 for a net consideration of \$10,401,513.

Outstanding Warrants

On September 15, 2006, the Company issued 6,490,821 warrants with strike price of 42 cents (Canadian) and expiry September 15, 2007. As at August 23, 2007 the TSX Venture Exchange issued a press release confirming they agreed to an extension of the date for exercise of those warrants to September 15, 2008, and a reduction in the exercise price to 25 cents (Canadian). This was at the written request of the Company.

Internal Controls over Financial Reporting

Management has designed, established and is maintaining a system of internal controls over financial reporting to provide reasonable assurance that the financial information prepared by the Company for external purposes is reliable and has been recorded, processed and reported in an accurate and timely manner in accordance with Canadian generally accepted accounting principles.

Disclosure Controls

Management is responsible for the design, establishment and maintenance of disclosure controls and procedures. Based on an evaluation of the Company's disclosure controls and procedures as of the end of the period covered by this MD&A, management believes its disclosure controls and procedure are effective in providing reasonable assurance that material items requiring disclosure are identified and reported in a timely manner.

Other Information

Additional information related to the Company, including the Company's Annual Information Form, is available for viewing on SEDAR at www.sedar.com and on the Company's website of www.odinmining.com

ODIN MINING AND EXPLORATION LTD.
INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007
UNAUDITED – PREPARED BY MANAGEMENT

ODIN MINING AND EXPLORATION LTD.
INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007

Responsibility for financial statements

The accompany interim consolidated financial statements for Odin Mining and Exploration Ltd. have been prepared by management in accordance with Canadian generally accepted accounting principles consistently applied. The most significant of these accounting principles have been set out in the annual December 31, 2006 audited financial statement. Only changes in accounting information have been disclosed in these interim consolidated financial statements. These interim statements have been presented on the accrual basis of accounting. Therefore estimates and approximations have been made using careful judgment. Recognizing that the Company is responsible for both the integrity and objectivity of the interim financial statements, management is satisfied that these interim consolidated financial statements have been fairly presented.

Auditor involvement

The auditors of PricewaterhouseCoopers have not performed a review of the un-audited interim consolidated financial statements for the nine months ended September 30, 2007 and September 30, 2006.

(Signed) Stephen W.C. Stow
Director

ODIN MINING AND EXPLORATION LTD.
CONSOLIDATED BALANCE SHEETS
(UN-AUDITED)
(Expressed in U.S. dollars)

	September 30, 2007	December 31, 2006
	\$	\$
ASSETS		
CURRENT		
Cash and cash equivalents	1,338,679	2,176,243
Other receivables	41,851	31,139
Prepaid & deposits	20,673	13,633
	1,401,203	2,221,015
EQUIPMENT (Note 3)	53,815	25,726
MINERAL PROPERTIES (Note 4)	1,553,916	753,053
	3,008,934	2,999,794
LIABILITIES		
CURRENT		
Trade payables and accrued liabilities	178,073	144,146
	178,073	144,146
SHAREHOLDERS' EQUITY		
Capital Stock (Note 5)	10,401,513	10,401,513
Contributed Surplus (Note 5b)	15,627,261	15,620,136
Deficit	(23,197,913)	(23,166,001)
	2,830,861	2,855,648
	3,008,934	2,999,794

Approved by the Board of Directors

(signed) Stephen W.C. Stow Director
Stephen W.C. Stow

(signed) Levi Giesbrecht Director
Levi Giesbrecht

THE ATTACHED NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

ODIN MINING AND EXPLORATION LTD.
CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT
FOR THE SIX MONTHS ENDED JUNE 30
(UN-AUDITED)

(Expressed in U.S. dollars)

	Three-months period ended		Nine-months period ended	
	September 30,		September 30,	
	2007	2006	2007	2006
	\$	\$	\$	\$
OPERATING EXPENSES				
Amortization	2,407	994	4,915	2,985
Consulting fees	11,041	5,000	22,500	15,000
Directors fees	8,933	3,397	43,256	25,106
Foreign exchange loss (gain)	(82,917)	16,619	(208,649)	11,680
General and administration	4,618	3,602	25,548	16,746
Geological expenses		122	-	734
Insurance	3,448	4,436	13,679	10,535
Investor relations	-	-	-	1,027
Management fees	21,670	6,708	61,757	19,988
Occupancy costs	9,368	5,019	25,370	15,095
Professional fees	12,868	(4,735)	37,773	17,353
Stock based compensation	(854)	-	7,125	70,209
Travel	1,879	6,543	6,079	18,513
Wages & benefits	16,239	9,541	40,741	28,130
TOTAL Operating expenses	8,700	57,246	80,094	253,101
OPERATING LOSS	(8,700)	(57,246)	(80,094)	(253,101)
Interest income	19,740	5,857	48,184	7,409
INCOME/(LOSS) FOR THE PERIOD	11,040	(51,389)	(31,910)	(245,692)
DEFICIT - BEGINNING OF PERIOD	(23,208,953)	(22,910,229)	(23,166,003)	(22,715,926)
DEFICIT - END OF PERIOD	(23,197,913)	(22,961,618)	(23,197,913)	(22,961,618)
Basic earning & diluted loss per share (Note 2)	0.00	0.00	(0.00)	(0.01)
Weighted average number of shares outstanding	47,814,791	39,160,363	47,814,791	36,275,553

THE ATTACHED NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

ODIN MINING AND EXPLORATION LTD.
CONSOLIDATED CASH FLOW STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30
(UN-AUDITED)

(Expressed in U.S. dollars)

	Three-months period ended		Six-months period ended	
	September 30,		September 30,	
	2007	2006	2007	2006
	\$	\$	\$	\$
OPERATING ACTIVITIES:				
Income/(Loss) for the period	11,040	(51,389)	(31,910)	(245,692)
Less: Items not affecting funds				
Stock-based compensation	(854)	-	7,125	70,209
Amortization	2,407	994	4,915	2,985
	12,593	(50,395)	(19,870)	(172,498)
CASH PROVIDED/(USED IN) WORKING CAPITAL				
Other receivables	(11,276)	(3,755)	(10,712)	(4,526)
Prepaid & deposits	(16,596)	(15,360)	(7,040)	(9,924)
Trade payables and accrued liabilities	90,087	(35,144)	33,927	(2,400)
	74,808	(104,654)	(3,695)	(189,348)
FINANCING ACTIVITIES:				
Cash from new share issue	-	2,389,629	-	2,389,629
	74,808	2,284,975	(3,695)	2,200,281
INVESTING ACTIVITIES:				
Equipment	(31,715)	-	(33,004)	(5,843)
Mineral properties	(463,582)	(86,643)	(800,863)	(236,070)
	(420,489)	2,198,332	(837,562)	1,958,368
NET CHANGES IN CASH AND CASH EQUIVALENTS				
Cash and cash equivalents, beginning of period	1,759,168	166,761	2,176,241	406,725
Cash and cash equivalents, end of period	1,338,679	2,365,093	1,338,679	2,365,093

THE ATTACHED NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

ODIN MINING AND EXPLORATION LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2007
(Un-audited)
(Expressed in U.S. dollars)

1. OPERATIONS

The company was incorporated under the Company Act of British Columbia on March 22, 1988.

The company is focused on the business of exploration and development of mineral properties in South America, currently only in Ecuador, where it holds mineral rights in two areas; Cangrejos which also encompasses Las Orquedeas and Los Planes, and El Plateado. The rights, which have a 30 years lifetime, have been held since 1996 and are renewable annually on March 31.

On April 4, 2007, the Company has signed a Letter of Agreement to acquire 100% mineral concessions in South-Western Ecuador, referred to as the "Castro Interests" for \$2,000,000 (with an additional commitment to expenditure of US\$500,000 in the first 24 months of the Agreement period) over 42 months from the closing of the formal Agreement. On June 11th 2007, the TSX Venture Exchange accepted a filing by the Company of the Letter of Agreement.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of consolidation

The consolidated financial statements include the accounts of Odin and its wholly and partially owned subsidiaries. All inter-company transactions and balances have been eliminated on consolidation.

Foreign currency translation

All accounts are reported in United States dollars. The assets and liabilities of companies not reporting in U.S. dollars are translated using the temporal method as follows:

- a) Monetary items are translated at the exchange rate prevailing at each balance sheet date;
- b) Non-monetary items are translated at historical exchange rates; and
- c) Revenue and expense items are translated at the actual rate of exchange for the year, except for amortization, which is translated at historical rates.

Any exchange gains or losses are charged to the consolidated statements of operations and deficit during the year.

Mineral properties and deferred exploration costs

Mineral properties include acquisition costs and option payments for mineral concessions. Mineral properties and deferred exploration costs are recorded at cost and deferred until production commences or the property is sold or abandoned or conditions for impairment are identified.

ODIN MINING AND EXPLORATION LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2007
(Un-audited)
(Expressed in U.S. dollars)

A property is abandoned when all claims related to the property have expired or management has determined that the property is not economically viable. When a property is abandoned or sold, all deferred costs related the property is charged to the consolidated statements of operations and deficit during the year. Management regularly assesses the carrying value of mineral properties and if impairment is evident, the property value is written down to estimated fair value.

Earnings (loss) per share

Basic and diluted earnings (loss) per share is calculated using the weighted average number of common shares outstanding during the nine months period to September 30, 2007 of 47,814,791 (2006 36,275,553).

Financial instruments

The company does not use any derivative financial instruments. The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities are reasonable estimates of fair values at the balance sheet dates.

Use of estimates

The preparation of these consolidated financial statements in conformity with generally accepted accounting principles in Canada requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

Cash and cash equivalents include cash and short-term deposits maturing within 90 days of the original date of acquisition.

Equipment

Equipment is recorded at cost and amortized over its estimated useful life.

Stock-based compensation

The company has no formal stock-based compensation plan. The directors grant options periodically. The Company uses the fair value method to record awards granted, modified or settled. Under this method, compensation expense for stock options granted is measured at fair value at the grant date, using the Black-Scholes valuation model. The stock-based compensation expense is recognized over the vesting periods of the respective options. See note 5b).

ODIN MINING AND EXPLORATION LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2007
(Un-audited)
(Expressed in U.S. dollars)

Income tax

Future income taxes are recognized for the future income tax consequences attributable to differences between the carrying values of assets and liabilities and their respective income tax bases. In view of the remote probability that the company will be in a position to utilize the future income tax assets, a valuation allowance has been applied to reduce the future income taxes to zero.

3. EQUIPMENT

The company has computer, equipment and automobile with a cost of \$72,706, accumulated amortization of \$18,891 and a net book value of \$53,815.

4. MINERAL PROPERTIES

The mineral properties capitalized are made up of:

ITEM	Project		Project		Project	TOTAL \$
	CANGREJOS		PLATEADO		OTHERS	
	Office	Field	Office	Field	Field	
Expenditures capitalized 12/31/2006	211,625	211,462	142,667	187,299	0	753,053
Add: Expenditures capitalized in 2007						
Land purchases					446,000	446,000
Deposit against Castro interest					20,000	20,000
Mineral Rights		16,342		46,435		62,777
Legal Fees – Quito		20,760				20,760
General Expenses – Quito	14,964	5,288	7,733	38,148		66,133
Geological Consulting		14,750		42,469		57,219
Geological Staff - Ecuador		38,356		63,963		102,319
Assay		25,655				25,655
2007's Expenditures	14,964	121,151	7,733	191,015	466,000	800,863
Expenditures capitalized 09/30/2007	\$226,589	\$332,613	\$150,400	\$378,314	\$446,000	\$1,533,916

ODIN MINING AND EXPLORATION LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2007
(Un-audited)
(Expressed in U.S. dollars)

5. CAPITAL STOCK

a) Common shares

Authorized

The company's authorized capital consisted of 200,000,000 common shares without par value

Issued	No. of shares	Amount
On September 30, 2007	<u>47,814,791</u>	<u>\$ 10,401,513</u>
On September 30, 2006	<u>34,833,149</u>	<u>\$ 8,512,139</u>

b) Share options plan

The company does not have a formal share option plan, but it is the policy of the Director's to grant options exceeding 10% of the issued shares provided that the number of options outstanding at any time does not exceed 10% of the outstanding shares in issue from time to time. The stock options have a one-year resale restriction imposed on them.

On April 26th 2007, the Company granted 25,000 stock options and recognized a stock-based compensation expense of \$7,979. The fair value of the compensation is calculated by using the Black Scholes option pricing model with the following weighted average assumptions:

Risk free interest rate	4.30%
Expected life	5 years
Expected volatility in the market price of the shares	100%
Expected dividend yield	0%
Weighted average exercise price	C\$ 0.30
Fair value of options	C\$ 0.40

On balance sheet date, the Company has the following stock options outstanding:

Exercisable on	No. of Options	Exercise Price	Remaining Life
August 24, 2005	630,000	C\$0.25	2 years 11 months
November 24, 2005	630,000	C\$0.25	2 years 11 months
February 24, 2006	630,000	C\$0.25	2 years 11 months
May 24, 2006	630,000	C\$0.25	2 years 11 months
April 26, 2007	25,000	C\$0.30	4 years 7 months

On October 29, 2007, the Company granted 650,000 options with an exercise price of C\$0.25 each. The fair value of the new options, valued with the Black Scholes pricing model, is estimated at \$153,027.

ODIN MINING AND EXPLORATION LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2007
(Un-audited)
(Expressed in U.S. dollars)

c) Warrants

The Company issued 6,490,821 warrants in September 2006 entitling the holders to purchase 6,490,821 common shares at C\$0.42 per share and with an expiry date on September 15th 2007. The exercise price has now been reduced to \$0.25 (with TSX Venture Exchange approval) and expiry date has been extended similarly to September 15th 2008.

6. NET INCOME AND LOSS PER SHARE

The net income/loss per share was calculated based on the weighted average number of shares outstanding for the nine months to September 30, 2007. The existence of stock options and warrants would only increase the net loss per share on a fully diluted basis, therefore the basic and diluted loss per share are the same for the six months period.

7. RELATED PARTY TRANSACTIONS

During the nine months ended September 30, 2007, the following transactions occurred with related parties:

- a) Documentation storage fee of \$1,482 was paid to a company, which has one common director with the Company. This fee is included in the Company's occupancy cost.
- b) Management fees of \$61,757 were paid to Zen Capital, which is a private company controlled by a director of the company.
- c) Telephone and rent recovery of \$3,929 were received from a company in which a director was the sole shareholder

8. SEGMENT INFORMATION

The company has one operating segment, exploration and development of mineral properties. All mineral properties of the company are located in Ecuador.