

# Odin Mining and Exploration adopts Advance Notice Policy for Directors Nominations

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Vancouver, May 3, 2013: [Odin Mining and Exploration Ltd.](#) ("Odin") (TSX-V: ODN) announces that the Board of Directors have approved the adoption of an advance notice policy (the "Policy"), for the purpose of providing shareholders, directors and management of Odin with a clear framework for nominating directors. The Policy is meant to:

- (i) facilitate an orderly and efficient annual general or, where the need arises, special meeting, process;
- (ii) ensure all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and
- (iii) allow shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

The Policy contains a provision that requires advance notice to Odin in circumstances where nominations of persons for election to the board of directors are made by shareholders of Odin.

The Policy fixes deadlines by which holders of record of common shares of Odin must submit director nominations to Odin prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to Odin for an effective nomination to occur.

No person will be eligible for election as a director of Odin unless nominated in accordance with the provisions of the Policy.

The deadline for notice to Odin in the case of an annual meeting of shareholders is not less than 55 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 65 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for any other purposes), the deadline for notice to Odin is no later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

At the annual and special meeting to be held on June 10, 2013, the shareholders of Odin will be asked to ratify and confirm the adoption of the Policy. The Board has determined that the Policy is effective, and in full force and effect, as of May 3, 2013.

The full text of the Policy is available via SEDAR under Odin's issuer profile at [www.sedar.com](http://www.sedar.com) or upon request by contacting the Corporate Secretary at (604) 888 4505.

On behalf of the Board,

(signed) "Stephen Stow"  
Stephen W.C. Stow, President

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