ETHOS CAPITAL CORP.

FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2009

Management's Discussion & Analysis

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INTRODUCTION

This Management's Discussion and Analysis (MD&A) includes financial information from, and should be read in conjunction with, the unaudited financial statements of Ethos Capital Corp. (the Company) for the three and nine month periods ended September 30, 2009. The Company reports its financial position, results of operations and cash flows in accordance with Canadian generally accepted accounting principles (GAAP) in Canadian dollars. This MD&A was prepared with information available as of November 26, 2009. Additional information and disclosure relating to the Company can be found on SEDAR at **www.sedar.com**

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking statements. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements. Based on current available information, the Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that those expectations will prove to be correct. The forward-looking statements in this MD&A are expressly qualified by this statement, and readers are advised not to place undue reliance on the forward-looking statements.

OVERVIEW

The Company was incorporated on March 12, 2007 under the Business Corporations Act (British Columbia). In 2007, the Company completed an initial public offering (IPO) and was publicly listed as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the TSX-V). In 2008, the Company announced a proposed Qualifying Transaction. In July 2009, the TSX-V accepted the Company's Qualifying Transaction and filing statement, and the Company began trading on the TSX-V as a Tier 2 company under the symbol ECC

QUALIFYING TRANSACTION

On July 17, 2009, the TSX-V accepted the Company's Qualifying Transaction and filing statement that allowed the Company to meet Tier 2 Mining Issuer requirements of the TSX-V.

During 2008, the Company signed a Letter of Intent with Cardero Resource Corp. (Cardero) pursuant to which the Company was granted an option to earn a 70% working interest in three of Cardero's mineral prospects in Mexico. Subsequently during the same year, the Company and Cardero signed a Letter Agreement (the Amending Agreement) amending the terms of the Letter of Intent. In consideration of Cardero entering into the Amending Agreement, the Company agreed to issue 100,000 common shares of the Company to Cardero within 5 days after the Letter of Intent and the Amending Agreement is accepted for filing by the TSV-V (the Acceptance Date). The Company also agreed to pay to an individual at arm's length to the Company a finder's fee of 200,000 common shares of the Company over a three year period, including 50,000 common shares on the Acceptance Date, in consideration of that individual identifying and assisting with the acquisition of the Cardero mineral properties in the Qualifying Transaction. The Company issued the common shares in July 2009.

Pursuant to the Original Letter of Intent and the Amending Agreement, the Company has an exclusive option (the Option) to earn an undivided seventy (70%) percent right, title and working interest in two of Cardero's mineral properties in Mexico, the Santa Teresa and Corrales properties (the Mineral Properties) respectively by:

(a) paying to Cardero the sum of $500,000, as follows:

(i) $100,000 on the Acceptance Date (completed on July 20, 2009);

(ii) an additional $150,000 on or before July 20, 2010; and

(iii) an additional $250,000 on or before July 20, 1011;

(b) delivering to Cardero 1,334,000 fully-paid and non-assessable common shares of the Company as follows:

(i) 266,800 common shares of the Company on or before July 20, 2010;

(ii) an additional 466,900 common shares of the Company on or before July 20, 2011; and

(iii) an additional 600,300 common shares of the Company on or before July 20, 2012;

(c) during the currency of the Option, assuming all of the liabilities, and performing, in a timely manner, all of the obligations pursuant to each of the third-party agreements to which Cardero or its subsidiaries hold their rights in and to the Mineral Properties; and

(d) otherwise complying with the terms and conditions of this Letter of Intent and Amending Agreement during the currency of the Option.

RESULTS OF OPERATIONS

Three months period ended September 30 2009, compared to the three months period ended September 30, 2008

The Company recorded a net loss of $77,141 for the three month period ended September 30, 2009 ($0.01 loss per common share) compared to a net loss of $18,256 ($0.00 loss per common share) in the same period in 2008.

During the three month period ended September 30, 2009, the Company incurred $76,458 in administrative costs, primarily to support the closing of the Qualifying Transaction and the review of other business opportunities. The administrative costs were offset by $1,044 in interest income earned from the Company's cash. The Company also recorded $1,727 in foreign exchange loss.

During the comparative period in 2008, the Company incurred $46,408 in administrative costs, primarily to support the review of business opportunities. The Company earned $26,590 in interest income and recorded $1,562 in foreign exchange gain.

Nine months period ended September 30 2009, compared to the nine months period ended September 30, 2008

The Company recorded a net loss of $175,194 for the nine month period ended September 30, 2009 ($0.02 loss per common share) compared to a net loss of $43,430 ($0.00 loss per common share) in the same period in 2008.

During 2009, the Company incurred $178,463 in administrative costs, primarily to support the review of business opportunities, due diligence and closing costs for the Qualifying Transaction. The administrative costs were offset by $6,025 in interest income earned from the Company's cash. The Company also recorded $2,756 in foreign exchange loss.

During the comparative period in 2008, the Company spent $98,044 in administrative costs, primarily to support the review of business opportunities. The Company earned $53,250 in interest income and recorded $1,364 in foreign exchange gain.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected financial information from the Company's unaudited financial statements for the eight quarters.

Quarter Ended	Revenue	(Income) Loss	(Income) Loss Per Share	(Income) Loss Per Diluted Share
30-Sep-09	$0.00	$77,141	$0.01	$0.01
30-Jun-09	$0.00	$47,155	$0.00	$0.00
31-Mar-09	$0.00	$50,898	$0.00	$0.00
31-Dec-08	$0.00	$33,774	$0.00	$0.00
30-Sep-08	$0.00	$18,256	$0.00	$0.00
30-Jun-08	$0.00	$27,606	$0.00	$0.00
31-Mar-08	$0.00	($2,432)	($0.00)	($0.00)
31-Dec-07	$0.00	$349,752	$0.09	$0.09

There are no current identifiable factors that will cause variations in the selected quarterly financial information.

LIQUIDITY AND CAPITAL RESOURCES

The Company had working capital of $1,406,634 as at September 30, 2009 compared to working capital of $1,681,139 as at December 31, 2008, a decrease in working capital of $274,505.

During 2007, the Company raised $1,700,000 (before share issue costs of $1,931) from two private placements prior to its IPO. The Company then raised an additional $300,000 (before share issue costs of $50,946) from its IPO in 2007. In total, the Company raised net proceeds of $1,947,123 from the sale of its common shares in 2007. In addition, the Company received $6,000 from the exercise of 30,000 Agent warrants in 2007.

During the first nine months of 2009, the Company incurred $174,505 in cash administrative costs net of interest income and including a foreign exchange loss. The administrative costs were to support the review of business opportunities, due diligence and closing costs for the Qualifying Transaction. The Company also made an initial $100,000 cash payment for the Cardero mineral properties under option.

The Company has sufficient working capital to fund its administrative costs, meet its cash option payments under the proposed Cardero Option and carry out a modest exploration program to further evaluate the Cardero Mineral Properties and evaluate other business opportunities.

The Company's current source of working capital to date has been solely from the sale of its common shares. In the foreseeable future, the Company will likely need to raise additional working capital from the sale of additional common shares to meet its future cash flow requirements.

CONTRACTUAL OBLIGATIONS

See Qualifying Transaction above. The Company can however elect to terminate the option agreement with Cardero at any time.

OFF-BALANCE SHEET ARRANGEMENTS

None

TRANSACTIONS WITH RELATED PARTIES

During the three and nine month periods ended September 30, 2009, the Company paid or accrued $3,482 and $10,864 respectively (2008 – $nil) to a publicly listed company with a common Chief Executive Officer, for office space rent and reimbursement of certain office costs.. During the three month period ended September 30, 2009, the Company paid $57,500 in consulting fees to private companies controlled by certain directors of the Company.

PROPOSED TRANSACTIONS

None

RISKS AND UNCERTAINTIES

The Company was only recently incorporated, has not commenced commercial operations and has no assets other than cash and a mineral property option agreement with Cardero. It has no history of earnings, and it is not expected to generate earnings or pay dividends in the foreseeable future based on its available assets.

The directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

The Company has only limited funds with which to evaluate the mineral properties under option from Cardero and other business opportunities.

The Qualifying Transaction will be financed partly by the issuance of additional securities of the Company and this will result in further dilution to existing shareholders. In addition, the Company will likely need to raise additional funds from the issuance of additional securities to fund its future working capital and exploration costs if warranted. The additional dilution may be significant and may also result in a change of control of the Company.

Please also refer to the section under risk factors in the Company's prospectus for the IPO and the filing statement for its Qualifying Transaction. These documents can be viewed on SEDAR at www.sedar.com.

CRITICAL ACCOUNTING ESTIMATES

The Company's accounting policies are described in detail in note 2 of the annual audited financial statements for the year ended December 31, 2008. The Company considers the following policies to be most critical in understanding its financial results:

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets, and commitments at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates due to factors such as changes in economic conditions, regulatory matters and negotiations with other parties.

Stock-based compensation

The Company uses the fair value method of accounting for options granted under its stock-based compensation plan. Stock options to employees are measured at the fair value of the consideration received or the fair value of the equity instruments issued whichever is more reliably measurable and are charged to operations over the vesting period. Stock options granted to consultants are valued at the time the options vest and at every reporting period for those not yet vested. The offset is credited to contributed surplus. Cash received on the exercise of stock options is recorded in share capital and the related compensation included in contributed surplus is transferred to share capital to recognize the total consideration for the shares issued.

The Company uses the Black-Scholes option pricing model to calculate the fair value of stock options granted. This model is subject to various assumptions. The assumptions the Company makes will likely change from time to time. At the time the fair value is determined; the methodology the Company uses is based on historical information, as well as anticipated future events.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Goodwill and Intangible Assets

Effective January 1, 2009, the Company adopted the new CICA Handbook Section 3064, *Goodwill and Intangible Assets*. This Section replaces CICA Handbook Section 3062, *Goodwill and Intangible Assets* and CICA Handbook Section 3450, *Research and Development Costs*, and establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. There is no impact on the Company's financial statements with the adoption of this new standard.

FUTURE ACCOUNTING CHANGES

International Financial Reporting Standards

The CICA has announced it will transition Canadian generally accounting principles ("GAAP") for publicly accountable entities to International Financial Reporting Standards ("IFRS"). The Company's financial statements are to be prepared in accordance with IFRS for the fiscal year commencing January 1, 2011. The impact of the transition to IFRS on the Company's financial statements has not been determined.

FINANCIAL INSTRUMENTS

As disclosed in its audited financial statements for the year ended December 31, 2008, the Company has identified several financial instruments that it utilizes in its day-to-day operations. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

BOARD OF DIRECTORS

In August 2009, Mr. Henk Van Alphen joined the Company's Board of Directors. Mr. Van Alphen, President and CEO of Cardero, has over 23 years experience in the industry and he will be a valuable resource to the Company moving forward.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in the Company's internal control over financial reporting during the three and nine month periods ended September 30, 2009 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

INVESTOR RELATIONS

During the three month period ended September 30, 2009, the Company entered into an agreement with Mr. Andrew Hay of Vancouver, BC to perform investor relations services for the Company. The Company will pay Mr. Hay a consulting fee of $3,000 per month and it has granted Mr. Hay options to purchase 100,000 common shares of the Company at $0.25 per common share for a one year period.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at November 26, 2009, the Company had the following common shares and stock options outstanding:

Common shares	11,113,623
Stock options	1,100,000
Warrants	86,377
Fully diluted common shares outstanding	12,300,000