ETHOS CAPITAL CORP.

(An Exploration Stage Company)

INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS PERIOD ENDED MARCH 31, 2010 AND 2009

(Expressed in Canadian dollars)

(unaudited)

UNAUDTED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited financial statements for the period ended March 31, 2010.

ETHOS CAPITAL CORP.
Balance Sheets

		March 31 2010 (unaudited)		December 31 2009
Assets				
Current assets:				
Cash and cash equivalents (note 2 (b))	$	2,083,387	$	1,392,457
Amounts receivable		119,103		1,813
		2,202,490		1,394,270
Mineral property interests (notes 3 and 4)		385,394		268,893
	$	2,587,884	$	1,663,163
Liabilities and Shareholders' Equity				
Current liabilities:				
Accounts payable and accrued liabilities	$	19,786	$	18,925
Due to related parties (note 7)		9,315		1,304
		29,101		20,229
Shareholders' Equity				
Share capital (note 5)		3,008,723		2,007,873
Contributed surplus (note 6)		330,968		322,808
Deficit		(780,908)		(687,747)
		2,558,783		1,642,934
Subsequent events (note 9)				
	$	2,587,884	$	1,663,163

APPROVED ON BEHALF OF THE BOARD:

"Chris Theodoropoulos" Director

"Peter Wong" Director

ETHOS CAPITAL CORP.
Statements of Loss and Deficit
For the three month periods ended March 31, 2010 and 2009
(unaudited)

	Three months ended March 31, 2010	Three months ended March 31, 2009
Expenses		
Business investigative costs	$ -	$ 4,900
Consulting	24,000	-
Investor relations	13,500	-
Listing and filing fees	13,915	36,725
Office and administrative	21,801	7,815
Professional fees	6,341	2,709
Rent	5,150	3,450
Share-based compensation	8,160	-
Loss before the undernoted	(92,867)	(55,599)
Interest income	958	3,891
Foreign exchange gain (loss)	(1,252)	810
Net loss for the period	(93,161)	(50,898)
Deficit, beginning of period	(687,747)	(449,191)
Deficit, end of period	$ (780,908)	$ (500,089)
Net loss per common share	$ 0.01	$ 0.00
Weighted average number of common shares outstanding	14,003,750	10,930,000

ETHOS CAPITAL CORP.

Statements of Cash Flows
For the three month periods ended March 31, 2010 and 2009
(unaudited)

		Three months ended March 31, 2010		Three months ended March 31, 2009
Cash provided by (used in)				
Operating activities				
Net loss for the period	$	(93,161)	$	(50,898)
Item not affecting cash:				
Share-based compensation		8,160		-
		(85,001)		(50,898)
Changes in non-cash working capital components				
Amounts receivable		(117,290)		(394)
Accounts payable and accrued liabilities		861		(132,738)
Due to related parties		8,011		3,628
		(193,419)		(180,402)
Investing activities				
Mineral property expenditures		(116,501)		-
Financing activities				
Common shares issued for cash		1,012,375		-
Share issue costs		(11,525)		-
		1,000,850		-
Increase (decrease) in cash		690,930		(180,402)
Cash and Cash Equivalents, beginning of period		1,392,457		1,830,976
Cash and Cash Equivalents, end of period	$	2,083,387	$	1,650,574

Cash and Cash Equivalents, end of period, consisted of

Cash on deposit with a Canadian Senior Bank	$	882,170	$	39,004
Term deposits and Guaranteed investment certificates issued by a Canadian Senior Bank	$	1,201,217	$	1,611,570

1. OPERATIONS

Ethos Capital Corp. (the "Company") was incorporated on March 12, 2007 under the Business Corporations Act ("British Columbia"). In July 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. See note 5. In 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.

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

2. SIGNIFICANT ACCOUNTING POLICIES

The Company prepares its interim financial statements in accordance with Canadian generally accepted accounting principles on a basis consistent with those used and described in the annual financial statements for the year ended December 31, 2009. The disclosures contained in these interim financial statements do not include all the requirements of Canadian generally accepted accounting principles for annual financial statements, and accordingly, these interim financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2009.

(a) International Financial Reporting Standards (IFRS)

The CICA has announced it will transition Canadian generally accepted accounting principles (GAAP) for publicly accountable entities to IFRS. The Company's consolidated financial statements are to be prepared in accordance with IFRS for the fiscal year commencing January 1, 2011. While IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences related to recognition, measurement, and disclosures. The Company is in the process of completing a detailed assessment of the requirements of the transition to IFRS, with the intention of identifying: (i) the timing of the implementation of the transition, (ii) major differences if any from existing accounting policies, (iii) new accounting policies which are appropriate for the Company, (iv) the appropriate disclosures in financial statements prepared under IFRS, and (v) refinement of an implementation plan.

(b) Cash and Cash Equivalents

Cash and cash equivalents consist of deposits in a senior Canadian bank, redeemable term deposits and redeemable guaranteed investment certificates issued by and held with a senior Canadian bank.

(c) Stock-based Compensation

The Company uses the fair value method of accounting for options granted under its stock-based compensation plan (see note 3). Stock options 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 if applicable. 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.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Loss per common share

Basic loss per common share is calculated by dividing the net loss for the period by the weighted average number of common shares of the Company that was outstanding in the period. Diluted loss per common share includes the potential dilution from common share equivalents, such as stock options and warrants. The treasury stock method is used to calculate potential dilution, whereby any expected proceeds from the exercise of options or other dilutive instruments are assumed to be used for the repurchase of common shares at the average market price during the reporting period.

For the three month periods ended March 31, 2010 and 2009, diluted loss per common share was the same as basic loss per common share as the effect of all outstanding options and warrants was anti-dilutive.

(e) Mineral Property Interests

The Company accounts for its mineral property interests whereby costs relative to the acquisition of, exploration for and development of these interests are capitalized by property. All sales and option proceeds received are first credited against the costs of the related interest, with any excess credited to operations. No gains or losses are recognized on the partial sale or disposition of interests except in circumstances which result in significant dispositions of reserves. Once commercial production has commenced, these net costs are charged to future operations using the unit-of-production method based on estimated recoverable reserves by property. The net costs related to abandoned properties and interests are charged to operations.

3. 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)

3. QUALIFYING TRANSACTION (continued)

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

(iii) an additional $250,000 on or before July 20, 2011;

(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.

4. MINERAL PROPERTY INTERESTS

The Company reimbursed Cardero for the costs of an initial work program on the Mineral Properties to ensure they met the terms of a Qualifying Transaction.

The breakdown of the mineral property costs as at March 31, 2010 and December 31, 2009 is as follows:

	Santa Teresa	Corrales	Total
Option payments - cash	**50,000**	**50,000**	**100,000**
Option payments – common shares	**15,375**	**15,375**	**30,750**
Drilling and Analysis	**$ 81,579**	**$ 7,819**	**$ 89,398**
Field costs	**10,977**	**$6,761**	**17,738**
Personnel costs	**17,513**	**10,828**	**28,341**
Travel costs	**2,666**	**-**	**2,666**
Total – December 31, 2009	**$ 178,110**	**$ 90,783**	**$ 268,893**
Geophysics	**-**	**66,893**	**66,893**
Field costs	**7,516**	**-**	**7,516**
Personnel costs	**24,615**	**12,046**	**36,661**
Travel costs	**3,433**	**1,998**	**5,431**
Total – March 31, 2010	**$ 213,674**	**$ 171,720**	**$ 385,394**

Management of the Company evaluates the carrying value of its mineral property interests every quarter for impairment. No adjustment was deemed necessary as at March 31, 2010.

5. SHARE CAPITAL

(a) Authorized
Unlimited number of common shares without par value
Unlimited number of preferred shares without par value

(b) Common shares - Issued and outstanding

	Number of Shares		Amount
Balance, December 31, 2009	**11,200,000**	**$**	**2,007,873**
Issued common shares for cash pursuant to private placement	4,000,000		1,000,000
Share issue costs paid in cash	-		(11,525)
Issued common shares for cash pursuant to exercise of warrants	37,500		12,375
Balance, March 31, 2010	**15,237,500**		**3,008,723**

In the first quarter of 2010, the Company completed a private placement and issued 4,000,000 units at a price of $0.25 per unit for gross proceeds of $1,000,000 before share issue costs of $11,525. Each unit consisted of one common share of the Company and one-half of one share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share of the Company at a price of $0.33 per common share.

As at March 31, 2010, the Company had 1,818,750 common shares issued and under escrow. Pursuant to an escrow agreement, in July 2009, the initial 10% of the original 2,425,000 escrowed common shares was released from escrow on the acceptance by TSX-V of a Qualifying Transaction completed by the Company. Commencing in January 2010, 15% of the original number of escrowed common shares are to be released every 6 months thereafter.

(c) Stock options

During 2007, the Company adopted an incentive share option plan which provides that the Board of Directors may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants of the Company, non transferrable options to purchase common shares of the Company, provided that the number of common shares reserved for issuance does not exceed 1,090,000, representing 10% of the issued and outstanding common shares of the Company at the closing of the IPO. Such options will be exercisable up to five years from the date of grant and subject to vesting. In connection with the foregoing, the number of common shares reserved for issuance to any individual director, officer or employee shall not exceed 5% of the issued and outstanding common shares of the Company and the number of common shares reserved for issuance to any consultant shall not exceed 2% of the issued and outstanding common shares of the Company. Options may be exercised no later than 90 days following the cessation of the optionee's position with the Company. If the cessation of office, directorship, employment or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

No options were granted, exercised or cancelled during the three month periods ended March 31, 2010 and 2009.

5. SHARE CAPITAL (continued)

The following summarizes information on the number of stock options outstanding as at March 31, 2010:

Grant date	Expiry date	Number outstanding	Weighted average exercise price	Weighted Average remaining contractual life (in years)	Vested and exercisable	
					Number	Weighted average exercise price
Dec 12, 2007	Dec 12, 2012	850,000	$0.20	2.70	850,000	$0.20
Sept 24, 2009	Sept 24, 2014	150,000	$0.25	4.49	-	-
Sept 24, 2009	Sept 24, 2010	100,000	$0.25	0.48	-	-
Total		1,100,000	$0.21	2.74	850,000	$0.20

(d) Warrants –Issued and outstanding

	2009	
	Number of shares	Weighted average exercise price
Outstanding – December 31, 2009	-	-
Issued pursuant to private placement	2,000,000	$0.33
Exercised	(37,500)	$0.33
Outstanding – March 31, 2010	1,962,500	$0.33

6. CONTRIBUTED SURPLUS

Balance, December 31, 2009	$322,808
Share-based compensation	8,160
Balance, March 31, 2010	$330,968

7. RELATED PARTY TRANSACTIONS

During the three month period ended March 31, 2010, the Company paid or accrued $19,631 (2009 – $3,567) to a publicly listed company with a common Chief Executive Officer, for office space rent and reimbursement of certain office costs, of which $315 remain payable as at March 31, 2010 (2009 - $1,304).

During the three month period ended March 31, 2010, the Company paid or accrued $24,000 (2009 - $nil) in consulting fees to private companies controlled individually by two Officers of the Company of which $9,000 remain payable as at March 31, 2010.

8. COMPARATIVE FIGURES

The comparative amounts have been reclassified where necessary to conform to the presentation used in the current period.

9. SUBSEQUENT EVENTS

Subsequent to March 31, 2010:

The Company completed a private placement of 3,708,000 units at a price of $0.40 per unit for gross proceeds of $1,483,200. Each unit consisted of one common share of the Company and one-half of one share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share of the Company at a price of $0.55 per common share until November 21, 2011. The Company paid a finders fee of $94,024 in cash and issued 235,060 finders' warrants, with each finders' warrant entitling the holder to purchase one common share of the Company at a price of $0.45 per common share until November 21, 2011.

The Company granted stock options to three consultants, subject to vesting provisions, entitling the optionees to purchase respectively up to 50,000 common shares at a price of $0.39 per common share until April 1, 2015 and 160,000 common shares at a price of $0.43 per common share until May 4, 2015.