ETHOS CAPITAL CORP.

Management's Discussion & Analysis

For the three and nine month periods ended September 30, 2010

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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 interim financial statements of Ethos Capital Corp. ("the Company") for the three and nine month periods ended September 30, 2010 and 2009. The Company reports its financial position, results of operations and cash flows in accordance with Canadian generally accepted accounting principles in Canadian dollars. This MD&A was prepared with information available as of November 26, 2010. 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 British Columbia Business Corporations Act. 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. The Company's principal business activities are the identification, exploration and development of economically viable mineral assets.

UPDATES

The Company completed two equity financings during the first half of 2010, to raise additional funds for the exploration of its Santa Teresa and Corrales mineral properties under option from Cardero Resource Corp. ("Cardero"), to increase its working capital, and to fund the investigation of new opportunities. In February 2010, the Company closed a private placement of 4,000,000 units at $0.25 per unit for gross proceeds $1 million and in May 2010, the Company closed a private placement of 3,708,000 units at $0.40 per unit for gross proceeds of $1.5 million.

During the first quarter of 2010, the Company completed its preliminary exploration programs at its Santa Teresa and Corrales mineral properties which are under option.

During the second quarter of 2010, the Company began its shallow drilling program on the Corrales mineral property.

In third quarter of 2010, the Company reported positive assay results from the Corrales shallow drill program with numerous anomalous values on the western and southern planks of an outcrop area and followed up with a diamond drill testing. The diamond drilling which had commenced in July 2010 on the Santa Teresa mineral property was suspended and the diamond drill was moved to the Corrales mineral property.

Corrales

At Corrales, carbonate hosted, silver-rich, polymetallic mineralization is exposed in numerous pits and shallow workings thought to date from the 1930's. The mineral occurrences and old workings are associated with expensive alteration that shares many similarities with those surrounding significant known productive systems elsewhere in this world-class polymetallic district. The hydrothermal system as presently defined measures 100 to 300 meters wide and approximately 1,100 meters long. This zone, exposed in essentially flat lying terrain at the edge of an extensive pediment area, is open for extension in three directions.

During the first quarter of 2010, the Company completed an induced polarization/resistivity survey and the results were inconclusive in tracing the surface oxide mineralization due to the presence of conductive overburden. A number of oxide type, zinc-lead-copper-silver occurrences are found within a zone of alteration and bleaching in essentially flat terrain.

During the second quarter of 2010, the Company completed a total of approximately 1,028 meters of percussion drilling in 40 vertical holes over the surface extent of the mineralized zone. Hole depth varied from 13.5 to 31.5 meters and was entirely in oxidized material. Each hole was sampled over its entire length at 1.5 meter interval s and a total of 642 samples were collected.

During the third quarter of 2010, the Company received positive results in that moderate to strongly anomalous values were encountered in 26 of the holes drilled defining a broad / strong / prospective multi-element Zn-Pb-Ag bearing zones. Highlights included hole 10-CO-02 which returned a 19.5 meter section averaging 25.5 g/t Ag, 0.14% Pb and 0.6% Zn and hole 10-C0-15A which returned a 31.5 meter interval averaging 38.05 g/t Ag, 1.2% Pb and 3.47% Zn.

In light of the success of this program, the Company suspended its drilling program at the Santa Teresa mineral property and moved the diamond drill rig to Corrales. A program of six diamond drill holes totalling 1,327 meters was completed. Selected sections of core were split, sampled and sent for analysis.

Santa Teresa

During the first quarter of 2010, at the Santa Teresa mineral property, extensive surface and underground mapping have prioritized two main exploration targets.

The San Jose zone is at least 500 meters long and has had limited artisanal production dating from the early 1900's, from at least 4 sets of adits and internal shafts. The sampling program on the oxidized zinc-lead-copper-silver mineralization returned average grades in the area of 4 to 6% combined lead and zinc, 1 to 3 oz/ton of silver with locally significant copper and gallium with grab samples assaying as high as high 340g/ton of gallium. The Company intends to test this zone by drilling three 500 meter holes below the old workings.

The La Florida zone has been traced on surface for approximately 600 meters and had limited production from a number of underground workings over a vertical extent of approximately 120 meters. Several narrow vein/shear zones of oxidized zinc-lead mineralization are present within a permissive zone roughly 75 meters wide. The old workings targeted zinc/lead mineralization in steeply dipping composite veins and/or shears roughly 1.0 to 2.5 meters wide averaging 2 to 4% combined zinc/lead with low silver values of 5 to 10 g/ton. There is evidence of minor stringer-type mineralization between the wider structures and the presence of vanadium and gallium that may make a bulk-mineable scenario possible. Of the 81 samples taken from the old workings, 31 samples returned values greater than 1,000 ppm of vanadium (0.18% V2O5) and 5 samples returned values greater than 10,000 ppm of vanadium (1.8% V2O5). 19 samples reported values greater than 20 g/ton of gallium to a high of 161.5 g/ton of gallium. The Company plans to complete a program of detailed mapping and sampling of the underground workings to establish average grades over the entire width of the permissive zone.

Diamond drilling began in July 2010. The plan was to drill three 500 meter core holes to test the San Jose zone. With the drilling results at the Corrales mineral property, the Company decided to halt this drilling program and move the diamond drill to the Corrales mineral property.

James M. Dawson, P. Eng., is a consultant to the Company and supervised the work, and is a qualified person under the definition of National Instrument 43-101.

RESULTS OF OPERATIONS

Three month period ended September 30, 2010, compared to the three month period ended September 30, 2009

The Company incurred a net loss of $499,264 for the three month period ended September 30, 2010 ($0.02 loss per common share) compared to a net loss of $77,141 ($0.01 loss per common share) for the three month period ended September 30, 2009, an increase of $422,123.

During the third quarter ended September 30, 2010, the Company recorded share based compensation with a fair value of $362,225 compared to $689 in the comparative quarter, an increase of $361,536.

During the third quarter ended September 30, 2010, the Company incurred higher overall administrative expenditures to allow it to continue to actively operate its exploration programs and continue to investigate new opportunities. During the comparative quarter in 2009, the Company was primarily focused on completing its qualifying transaction. As a result, business investigative costs, listing fees, office and administrative costs, professional fees and rent rose by an aggregate of $34,313 when compared to the same period in 2009. Additionally, investor relations costs increased by $10,500 due to investor relations being provided in house, and was offset by a decrease of $28,500 in consulting fees.

Nine month period ended September 30, 2010, compared to the nine month period ended September 30, 2009

The Company incurred a net loss of $642,285 for the nine month period ended September 30, 2010 ($0.04 loss per common share) compared to a net loss of $175,194 ($0.02 loss per common share) for the nine month period ended September 30, 2009, an increase of $467,091.

During the nine month period ended September 30, 2010, the Company recorded share based compensation with a fair value of $381,499 compared to $689 in the comparative period, an increase of $380,810.

During the nine month period ended September 30, 2010, the Company incurred administrative expenditures to allow it to continue to actively operate its exploration programs and continue to investigate new opportunities. During the comparative period in 2009, the Company was primarily focused on completing its qualifying transaction. As a result, for the nine month period ended September 30, 2010, business investigative costs, consulting fees, listing fees, office and administrative costs, professional fees and rent rose by an aggregate of $52,819 when compared to the first nine months of 2009. Additionally, investor relations costs increased by $37,500 with investor relations now being provided in house.

SUMMARY OF QUARTERLY RESULTS

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

Quarter Ended	Revenue	Net Loss	Loss Per Common Share	Loss Per Common Diluted Share
30-Sep-10	$0.00	$449,264	$0.02	$0.02
30-Jun-10	$0.00	$99,860	$0.01	$0.01
31-Mar-10	$0.00	$93,161	$0.01	$0.01
31-Dec-09	$0.00	$63,362	$0.01	$0.01
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

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

LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2010, the Company had working capital of $2,882,890, compared to working capital of $1,374,041 at December 31, 2009, an increase in working capital of $1,508,849.

During the first quarter of 2010, the Company raised $1,000,000 (before share issue costs of $11,525) from a private placement and received $12,375 from the exercise of warrants. During the second quarter of 2010, the Company raised an additional $1,483,200 (before share issue costs of $113,493) from another private placement.

For the first nine months of 2010, the Company incurred $260,786 in cash administrative costs net of interest income and including a small foreign exchange loss. The Company also incurred $672,422 of initial exploration expenditures on the Santa Teresa and Corrales mineral properties under option.

The Company has sufficient working capital to fund its administrative costs, meet its cash option payments for the Santa Teresa and Corrales mineral properties under option from Cardero, carry out an exploration program to further evaluate the Cardero Mineral Properties and to evaluate other opportunities.

The Company is in the exploration stage and its 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

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 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 the individual identifying and assisting with the acquisition of the Cardero mineral properties in the Qualifying Transaction. In July 2009, the TSX-V accepted the Company's Qualifying Transaction and the Company issued the aforementioned common shares. In July 2010, the Company issued 50,000 common shares of the Company as part of the finder's fee.

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.

The Company can however elect to terminate the option agreement with Cardero at any time. During the quarter ended June 30, 2010, Cardero voluntarily granted an extension to the Company, until the current drill program on the Mineral Properties is completed, for the Company to decide if it wishes to make the $150,000 option payment and the issuance of 266,800 common shares due on or before July 20, 2010.

In July 2010, the Company issued the second allotment of 50,000 common shares of the Company as part of the 200,000 common share finder's fee payments.

OFF-BALANCE SHEET ARRANGEMENTS

None

TRANSACTIONS WITH RELATED PARTIES

During the three and nine month periods September 30, 2010, the Company paid or accrued $6,166 and $37,521 respectively (2009 – $3,482 and $10,864 respectively) to a publicly listed company with a common Chief Executive Officer, for office space rent and reimbursement of certain office costs.

During the three and nine month periods ended September 30, 2010, the Company paid or accrued $24,000 and $72,000 respectively (2009 – Nil) in consulting fees to private companies individually controlled by two Officers 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.

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 Cardero Option, if fully exercised, will be financed partly by the issuance of additional securities of the Company which 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, 2009 and 2008. The Company considers the following policies to be most critical in understanding its financial results:

Carrying Value of Mineral Property Interests

Costs incurred related to the acquisition of, exploration for and development of mineral property 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 property interests are charged to operations.

The Company reviews the carrying values of its mineral property interests whenever events or changes in circumstances indicate that their carrying values may exceed their estimated net recoverable amounts determined by reference to estimated future operating results and undiscounted net cash flows. An impairment loss is recognized when the carrying value of those interests is not recoverable and exceeds their fair value.

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.

Share-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.

FUTURE ACCOUNTING CHANGES

International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian generally accounting principles ("GAAP") with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover dare for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The transition date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010.

The Company has commenced the process to transition from GAAP to IFRS and has determined the process will comprise of various phases. The phases would be scoping and diagnosis, analysis and quantification and evaluation and implementation.

A preliminary diagnosis review indicated that the greatest areas of impact would be in the areas of consolidation, impairment of assets, financial instruments, related party transactions and initial adoption alternatives under IFRS 1.

The analysis and quantification and evaluation stage requires the specification of changes, their impact on accounting policies and information systems and an analysis of alternatives allowed under IFRS 1. The Company has not determined the potential impact on future financial statements and reporting at this time.

The implementation phase involves the execution of changes to information systems and authorization to accounting policy changes followed by the collection of financial information necessary to compile the IFRS financial statements.

IFRS 1 is a first time adoption standard which provides companies adopting IFRS standards for the first time numerous exemptions and mandatory exemptions. The accounting policy choices are being evaluated and those determined to be appropriate are anticipated to be adopted.

IFRS is currently developing new projects that are expected to become new IFRS standards and therefore IFRS as at the transition date are expected to differ from the current form. The full impact of IFRS will only be determined once all applicable standards at the conversion date are known.

FINANCIAL INSTRUMENTS

As disclosed in its audited financial statements for the year ended December 31, 2009 and 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.

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, 2010 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

NEW DIRECTORS

On September 29, 2010, Dr. Mark Cruise and Mr. Peter Mordaunt agreed to join the Company's board of directors.

INVESTOR RELATIONS

In 2009, the Company entered into a one year consulting agreement with Mr. Andrew Hay of Vancouver, BC to perform investor relations services for the Company. The Company pays Mr. Hay a consulting fee of $4,500 per month and granted Mr. Hay stock options to purchase 100,000 common shares of the Company at $0.25 per common share for a one year period. In the third quarter of 2010, the Company renewed Mr. Hay's consulting agreement for a period of 1 year, and granted Mr. Hay additional options to purchase 40,000 common shares of the Company at $0.42 per common share for a period of 5 years.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at November 26, 2010, the Company had the following common shares and stock options outstanding:

Common shares	19,683,875
Stock options	1,860,000
Warrants	3,613,185
Fully diluted common shares outstanding	25,157,060