

Form 51-102F3

Material Change Report

Item 1: Name and Address of Company

ETHOS CAPITAL CORP.
Suite 680-789 West Pender Street
Vancouver, British Columbia V6C 1H2

(the "Company")

Item 2 Date of Material Change

March 3, 2011

Item 3 News Release

The news release was disseminated on March 3, 2011 by Marketwire.

Item 4 Summary of Material Change

The Company acquires two additional properties in the White Gold District, Yukon Territory.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has obtained the option to acquire a 100% interest in two prospective gold properties located respectively 70 km and 120 km south of Dawson City, Yukon. The Bridget and Hen properties, identified by experienced target generator Shawn Ryan (Wildwood Exploration Inc.), comprise a total of 1,385 claims (approximately 28,950 hectares) and are located in the highly prospective White Gold area, west-central Yukon. The newly recognized high-grade, lode gold mineralization in the area has led to two significant discoveries: the Golden Saddle deposit (Kinross Gold Corporation) and The Coffee Creek prospects (Kaminak Gold Corporation) in 2008 and 2010 respectively. The Casino copper-molybdenum-gold deposit (being developed by Western Copper Corporation) is located nearby.

The Bridget and Hen properties are strategically located in the White Gold region of the Dawson Range, respectively east and north of Kaminak's Coffee Property. Part of the Hen property adjoins Kinross Gold's claims containing the new "JP Ross" discovery. The primary target on the Bridget and Hen properties is a near-surface, bulk tonnage gold setting analogous to Kinross Gold Corporation's recently acquired White Gold Project, and Kaminak Gold Corporation's newly discovered Coffee Project. The Bridget and Hen properties represent promising gold exploration targets in an emerging gold district with historic placer gold production and significant discoveries in 2008 and 2010. A map of the claims can be viewed on the Company's website.

Recent Gold Discoveries in the Dawson Range

In 2008, Underworld Resources Inc. drilled 18.1m grading 4.35 g/t Au and 50.7m grading 3.1 g/t

Au following up with an intercept early in 2009 grading 3.39 g/t Au across 104.0m. This led to delineation of the Golden Saddle deposit with an Indicated Resource of 1,004,570 oz gold @ 3.2 g/t Au, and an additional Inferred Resource of 407,413 oz gold @ 2.5 g/t Au. In Spring of 2010, drilling on the Coffee Project produced two significant discoveries: the Supremo Zone which yielded 17.07 g/t Au over 15.5m, and the Latte zone which returned 2.35 g/t Au over 51m. This information is not necessarily indicative of the mineralization that may be identified on the Betty and Wolf properties.

Mineralization at both Golden Saddle and on the Coffee Project is believed to be dominantly associated with felsic plutonic and older metamorphic rocks. Mineralization is structurally controlled and has a gold - arsenic - antimony surface soil geochemical response.

The Bridget and Hen Properties

In 1970, regional silt sampling by Silver Standard identified the Bridget Property area as one of three significant copper-silver anomalies along with what is now the Minto mine (Capstone) and the Lucky Joe prospect (Copper Ridge) in the region. In 2001 Shawn Ryan following up on government airborne magnetic surveying recognized the association of gold with the historically identified copper targets and the coincidence of this mineralization to magnetic highs.

The Bridget Property was explored by Shawn Ryan over three years between 2005 and 2008. Work included prospecting, geochemical sampling (a total of 1,455 soil samples collected) and ground magnetic surveying (~32 line kms) on the Bridget property. Soil sample analyses from the 2008 detailed soil grid indicate a geochemically anomalous area greater than 750 meters in length with copper >200 to 711 ppm coincident with anomalous bismuth (to 155 ppm) and molybdenum (to 322ppm) associated with a strong magnetic anomaly. The results suggest similarities with the Minto and Lucky Joe areas of mineralization.

The Bridget Property is contiguous with the Company's Betty Property optioned from Shawn Ryan in November 2010 (see NR 30 November 2010). The area is highly prospective for White Gold District style gold mineralization such as Kinross's White deposit and Kaminak's Coffee prospects as well as porphyry copper-gold mineralization similar to Minto or Lucky Joe.

The Hen property has seen limited exploration. The property covers ~100 square kilometres centred on Henderson Creek which is a current and long-lived area of placer gold mining made famous by the American author Jack London who had a cabin on Henderson Creek during the Klondike gold rush. The Hen property covers an airborne magnetic anomaly and adjoins claims owned by Kinross who have made a gold discovery at the "JP Ross" prospect east of the Hen property boundary.

2011 Work Program

Ethos Capital Corp. management believes these two new properties represent excellent opportunities for exploration for bulk tonnage gold mineralization in the emerging White Gold District. There is also potential for gold-copper-molybdenum mineralization similar in style to the nearby Casino deposit and the Minto deposit. Summer 2011 exploration plans include airborne magnetics and radiometric surveying plus ground follow-up soil geochemical surveys designed to infill and expand existing data, trenching of existing soil anomalies, ground magnetic surveying and geological mapping. The goal of this work is to identify and prioritize diamond

drill targets.

The Option Agreements

The Company has entered into option agreements with Shawn Ryan and Wildwood Exploration Inc., to acquire a 100% interest in each of the Bridget and Hen properties.

The Bridget property option agreement calls for Ethos to make cash payments aggregating \$550,000, incur exploration expenditures aggregating \$2.5 million and issue up to 1.25 million shares staged over the five-year term of the option. More specifically, to acquire and maintain the Bridget option, Ethos will make upfront payments of \$100,000 cash and 250,000 common shares. To maintain the option, Ethos will be required to make additional option payments of \$450,000 in cash and issue 1.0 million shares, staged over four years. Upon completion of \$4.0 million in exploration expenditures, Ethos will be required to issue an additional 250,000 shares; and upon completion of \$7.5 million in exploration expenditures it will be required to issue an additional 250,000 shares.

Similarly, the Hen property option agreement calls for Ethos to make cash payments aggregating \$650,000, incur exploration expenditures aggregating \$2.55 million and issue up to 1.75 million shares staged over the five-year term of the option. More specifically, to acquire and maintain the Hen option, Ethos will make an upfront payment of \$125,000 cash and 350,000 common shares. To maintain the option, Ethos will be required to make additional option payments of \$525,000 in cash and the issuance of 1.4 million shares, staged over four years. Upon Ethos completing \$4.0 million in exploration expenditures Ethos will be required to issue an additional 350,000 shares, and upon completion of \$7.5 million in exploration expenditures it will be required to issue an additional 350,000 shares.

Each of the properties will be subject to a 2% NSR royalty in favour of the optionors, with an option in favour of the Company to buyout 1% of the NSR royalty exercisable for CDN\$2.5 million per property.

The Bridget and Hen option agreements, taken together with the Betty and Wolf option agreements described in the Company's November 30, 2010 news release, are being treated by the TSX Venture Exchange as a Fundamental Acquisition. Consequently, the property acquisitions pursuant to the Bridget and Hen option agreements are subject to the acceptance of the TSX Venture Exchange, which acceptance is, among other things, subject to the Company completing and filing NI 43-101 compliant technical reports on each of the Bridget, Hen, Betty and Wolf properties. The Company has engaged Jean Paulter, P.Geo, JP Exploration Service Inc., to prepare these technical reports, and expects to have all of the required reports completed by March 31, 2011. The Company will not make any cash payments or share issuances under the Bridget and Hen option agreements until they have been accepted for filing by the TSX Venture Exchange. Any shares subsequently issued by the Company under these option agreements will be subject to a four-month hold period.

About Ethos

Ethos is junior mining company focused on exploration and development of its valuable mineral assets located in highly prospective mineralized belts, close to infrastructure and in areas that are politically stable, mining-friendly and hospitable to exploration and development. The

Company's principal projects are its 2,187 claims totaling 457 square kilometre property package in the heart of the emerging White Gold / Klondike gold district as well as its Santa Teresa and Corrales silver-zinc-lead properties in Mexico.

Work in Mexico at the Corrales Property in past year has included shallow drilling testing silver-zinc-lead mineralization, limited deeper drilling aimed at establishing vectors to higher-grade mineralization, and currently ongoing detailed magnetics surveying aimed at identifying priority drill targets beneath the pediment cover. Results of the magnetics surveying are pending.

This Material Change Report has been reviewed and approved by Peter Tallman, P.Geo, Chief Operating Officer of Ethos Capital Corp. and Qualified Person for the Yukon projects, in accordance with regulations under National Instrument 43-101.

Forward-Looking Statement Cautions:

This material change report contains certain "forward-looking statements" within the meaning of Canadian securities legislation, relating to, among other things, the Company's plans for the acquisition of the above-described Hen and Bridget properties, and the future exploration of the Hen, Bridget, Wolf and Betty properties. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts; they are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "aims," "potential," "goal," "objective," "prospective," and similar expressions, or that events or conditions "will," "would," "may," "can," "could" or "should" occur, or are those statements, which, by their nature, refer to future events. The Company cautions that Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Except to the extent required by applicable securities laws and the policies of the TSX Venture Exchange, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause future results to differ materially from those anticipated in these forward-looking statements include, the Company's inability to secure the acceptance by the TSX Venture Exchange for the above-described option agreements, delays faced by the Company in completing the NI 43-101 technical reports, accidents and other risks associated with mineral exploration operations, the risk that the Company will encounter unanticipated geological factors, the possibility that the Company may not be able to secure permitting and other governmental clearances necessary to carry out the Company's exploration plans, and the risk of political uncertainties and regulatory or legal changes in the jurisdictions where the Company carries on its business, including Mexico and the Yukon Territory, that might interfere with the Company's business and prospects. The reader is urged to refer to the Company's reports, publicly available through the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com for a more complete discussion of such risk factors and their potential effects.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Gary Freeman, President

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Item 9 Date of Report

March 3, 2011