

MOSAM CAPITAL CORP.

MANAGEMENT DISCUSSION AND ANALYSIS
For the three and nine months ended October 31, 2007

MOSAM CAPITAL CORP.

Management Discussion & Analysis
Three and nine months ended October 31, 2007

1.1 Date

This Management Discussion and Analysis (“MD&A”) of Mosam Capital Corp. (the “Company”) has been prepared by management as of December 21, 2007.

This MD&A may contain “forward-looking statements” which reflect the Company’s current expectations regarding the future results of operations, performance and achievements of the Issuer. The Issuer has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as “anticipate,” “believe,” “estimate,” “expect” and similar expressions. The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Issuer to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

1.2 Over-all Performance

The Company was incorporated under the provisions of the Business Corporations Act (British Columbia) on February 1, 2006.

The Company is a capital pool company pursuant to the policies of the TSX Venture Exchange (“Exchange”). The Company is in the development stage and its principal business is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction as defined by the rules of the Exchange. Such a transaction will be subject to shareholder and regulatory approvals.

On November 30, 2006, the Company completed its initial public offering (“IPO”) of 5,000,000 common shares at \$0.20 per share for gross proceeds of \$1,000,000. The agent received a commission of 10% of the gross proceeds of the offering or \$0.02 per share and an administration fee of \$10,000. The Company also granted the agent non-transferable options (“agent’s options”) to acquire up to 500,000 common shares at an exercise price of \$0.20 per common share exercisable for a period of 24 months expiring November 30, 2008. The agent was also reimbursed by the Company for other agent’s expenses incurred pursuant to the offering, including legal fees of \$9,906. Until completion of the Qualifying Transaction and except as otherwise allowed by regulations, a maximum of 30% of the gross proceeds realized may be used for purposes other than evaluating businesses or assets.

On December 1, 2006, the common shares of the Company commenced trading on the Exchange under the symbol “MOS.P”.

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Asset-Backed Commercial Paper:

As at October 31, 2007, the Company held approximately \$1.0 million investment in non-bank Canadian Asset-Backed Commercial Paper ("ABCP"). This investment matured on September 26, 2007 but was not repaid due to unfavorable conditions in the Canadian capital markets.

The ABCP market is currently the subject of an agreement ("the Montreal Accord") entered into on August 16, 2007 by banks, asset providers and major investors. This agreement involves a restructuring of ABCP with the intention of replacing the ABCP with notes having a maturity similar to the maturity of the underlying assets and creating a market for them to trade. The restructuring which was originally scheduled to close on December 14, 2007 has been extended and full legal restructuring is expected to complete not later than March 14, 2008.

There is presently no active market for the ABCP held by the Company and the funds cannot be accessed until such time as the restructuring contemplated by the Montreal Accord has been completed or some alternative acceptable resolution is found. Since the investment is no longer capable of reasonably prompt liquidation, the Company has reclassified this investment to long-term assets as at October 31, 2007.

At October 31, 2007, management has estimated the fair value impairment on ABCP held as prescribed by Section 3855 by using a probability weighted valuation technique incorporating uncertainties regarding return, credit risk of underlying assets, amounts to be received and maturity dates. Since these investments are currently subject to a stand still agreement, these estimates are not based on observable market prices or rates. In addition, there is no certainty regarding the eventual success of the Montreal Accord and consequently the timing and amount of any future cash flows may vary materially from current estimates.

Based on this fair value estimation, the Company has recorded an impairment charge in the amount of \$100,000 in the three months ended October 31, 2007. There can be no assurance that this estimate will be realized or that it will be adequate. Subsequent adjustments, which could be material, may be required in future reporting periods.

1.3 Selected Annual Information

The following selected financial data with respect to the Company's financial condition and results of operations has been derived from the audited financial statements of the Company for the year ended January 31, 2007, which have been prepared in accordance with accounting principles generally accepted in Canada. The selected financial data should be read in conjunction with those financial statements and the notes thereto.

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	Year ended January 31, 2007
Interest income	\$12,351
Net Income (Loss)	\$(136,700)
Income (Loss) per share	(\$0.03)
Total assets	\$1,332,037
Total long term liabilities	\$Nil
Cash dividends declared per share for each class of share	\$Nil

1.4 Results of Operations

Nine months ended October 31, 2007 compared with the nine months ended October 31, 2006

For the nine months ended October 31, 2007, the Company reported a loss of \$110,966 compared to a profit of \$2,839 for the same period in the prior fiscal year. The loss during the nine months ended October 31, 2007 was primary attributable to general and administrative expenses of \$32,050 and a provision for impairment of investments of \$100,000 offset by interest income of \$5,249 and a gain on sale of investments of \$15,835. The profit during the nine months ended October 31, 2006 was primary attributable to interest income of \$5,617 offset by general and administrative expenses of \$2,778.

General and administrative expenses during the nine months ended October 31, 2007 were comprised of bank charges and interest of \$175, consulting fees of \$500, rent and office expenses of \$14,836, professional fees of \$4,073, regulatory fees of \$7,833, transfer agent fees of \$3,914 and travel, advertising and promotion of \$719. General and administrative expenses during the same period in the prior fiscal year were \$2,778 consisting of bank charges of \$188, office expenses of \$178, professional fees of \$927, regulatory fees of \$945 and transfer agent fees of \$540.

Three months ended October 31, 2007 compared with the three months ended October 31, 2006

During the three months ended October 31, 2007, the Company reported a loss of \$110,830 compared to a profit of \$1,620 for the same period in the prior fiscal year. The loss during the three months ended October 31, 2007 was primary attributable to interest income of \$2,535 offset by general and administrative expenses of \$13,365 and a provision for impairment of investments of \$100,000. The profit during the three months ended October 31, 2006 was primary attributable to interest income of \$3,108 offset by general and administrative expenses of \$1,488.

General and administrative expenses during the three months ended October 31, 2007 were comprised of bank charges and interest of \$58, consulting fees of \$500, rent and office expenses of \$6,995, professional fees of \$2,686, regulatory fees of \$500, transfer agent fees of \$2,560 and travel, advertising and promotion of \$66. General and administrative expenses during the same period in the prior fiscal year were \$1,488

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consisting of bank charges of \$105, office expenses of \$178, regulatory fees of \$665 and transfer agent fees of \$540.

1.5 Summary of Quarterly Results

Quarter ended	Interest Income \$	Income (Loss) \$	Earnings (Loss) per share \$
Oct 31, 2007	2,535	(110,830)	(0.01)
July 31, 2007	487	8,468	-
April 30, 2007	2,226	(8,604)	-
January 31, 2007	6,735	(139,504)	(0.03)
October 31, 2006	3,107	1,620	-
July 31, 2006	2,074	1,745	-
April 30, 2006	435	(561)	-

1.6/1.7 Liquidity and Capital Resources

The Company reported a working capital of \$315,539 at October 31, 2007 as compared to a working capital of \$1,324,988 at January 31, 2007. The decrease in working capital by \$1,009,449 was primarily attributable to the Company's investment of its funds in ABCP of \$3,008,999 offset by proceeds received on sale of these investments of \$2,024,835. Due to the current liquidity crisis in the ABCP market, the Company recorded an impairment charge in the amount of \$100,000 in its statements of operations and deficit during the three months ended October 31, 2007. As at October 31, 2007, the Company held approximately \$1,000,000 in ABCP. See a discussion on ABCP under Item "1.2 Over-all Performance".

Pursuant to common share subscription agreements dated February 1, 2006 and June 30, 2006, 2,400,000 common shares at a price of \$0.10 per share were issued to directors and officers of the Company and 1,350,000 common shares at a price of \$0.20 per share were issued to associates of directors and officers of the Company for gross proceeds of \$510,000. Pursuant to an escrow agreement, all of the 2,400,000 common shares issued at a price of \$0.10 per share were held in escrow.

During the year ended January 31, 2007, the Company completed an initial public offering of 5,000,000 common shares at \$0.20 per share for gross proceeds of \$1,000,000. See "1.2 Over-all Performance" for a full disclosure on the IPO.

The Company's current available cash will be used to provide the Company with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction ("QT"). The Company is also looking forward to a satisfactory resolution to the current ABCP situation as additional source of funds for QT related purposes. The Company may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required.

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1.8 Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

1.9 Transactions with Related Parties

During the three and nine months ended October 31, 2007 and 2006, the Company entered into the following transactions with related parties:

- (a) During the three and nine months ended October 31, 2007, the Company paid or accrued \$6,000 and \$13,500, respectively (2006 - \$nil and \$nil) for rent and office expenses to a company having directors and officers in common.
- (b) During the three and nine months ended October 31, 2007, the Company paid or accrued \$2,686 and \$2,898, respectively (2006 - \$nil and \$962), for legal fees to a company controlled by an officer of the company.

1.10 Fourth Quarter

Not applicable.

1.11 Proposed Transactions

While the Company continues to seek out and review potential business opportunities, there are no transactions that are currently under negotiation or proposed to be entered into.

1.12 Critical Accounting Estimates

Not applicable to Venture Issuers.

1.13 Changes in Accounting Policies including Initial Adoption

None.

1.14 Financial Instruments and Other Instruments

The carrying amounts of cash and cash equivalents, short-term investments, GST receivable, accounts payable and accrued liabilities and due to related parties approximate fair value because of the short-term maturity of these items.

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1.15 Other Requirements

Additional Disclosure Requirements:

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. Management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as at October 31, 2007 as required by Canadian securities laws. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer, have concluded that, as of October 31, 2007, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Company, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow for accurate disclosure to be made on a timely basis.

Summary of Outstanding Share Data

Authorized and issued common shares:

(a) Authorized:

Unlimited number of common shares without par value.

(b) Issued and fully paid:

	Number of Shares	Amount
	-	\$ -
Common shares issued for cash	3,750,000	510,000
Initial public offering	5,000,000	1,000,000
Share issue costs	-	(210,952)
Balance, December 21, 2007	8,750,000	\$ 1,299,048

(c) Stock options and charitable options outstanding as at December 21, 2007:

	Number of Shares	Exercise Price	Expiry Date
Stock options	875,000	\$0.20	November 30, 2011
Charitable options	87,000	\$0.20	November 30, 2016

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Additional disclosures pertaining to the Company's prospectus, news release and other information are available on the SEDAR website at www.sedar.com.