

CERES CAPITAL CORP.
FORM 51-102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED JUNE 30, 2007

August 23, 2007

The following discussion and analysis should be read in conjunction with the Corporation's annual audited financial statements for the period ended December 31, 2006, its unaudited interim financial statements for the period ended June 30, 2007, and its prospectus dated September 25, 2006 and all of the notes, risk factors and information contained therein. The following discussion and analysis provides information that management believes is relevant to the assessment and understanding of the Corporation's results of operations and financial condition. Certain statements herein contain forward-looking statements relating to the operations or to the environment in which we operate, which are based on our operations, forecasts, and projections. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions, and actual results may differ materially from those anticipated in these forward-looking statements.

Date

This management's discussion and analysis ("MD & A") is dated August 23, 2007 and is in respect of the six month period ended June 30, 2007 (the "Period Ended June 30, 2007"). The discussion in the MD & A focuses on this period.

Overall Performance

Ceres Capital Corp. ("Ceres, the "Company" or the "Corporation") was incorporated under the Business Corporations Act (Alberta) on June 5, 2006 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Corporation consists of identification and evaluation of potential acquisitions or businesses, and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of regulatory and, if required, shareholder approval.

Where an acquisition or participation is warranted (the "Qualifying Transaction"), additional funding may be required. The ability of the Corporation to fund its potential future operations and commitments is dependent upon the ability of the Corporation to obtain additional financing.

There is no assurance that the Corporation will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Corporation's shares from trading.

The Company has entered into a letter of intent (the "LOI") dated June 27, 2007 with certain majority shareholders of ("Mavix"), a Delaware corporation, whereunder the parties have agreed to negotiate a definitive agreement relating to a proposed reverse takeover transaction pursuant to which Ceres will acquire all of the issued and outstanding securities of Mavix in an arm's length transaction (the "Transaction"). The arm's length transaction will constitute Ceres' "Qualifying Transaction" under the applicable policies of the Exchange.

If the Transaction is completed, Ceres will issue 37,480,543 common shares to the Mavix shareholders having a deemed value of \$0.27 per share, which implies an entity value for Mavix of approximately \$10,119,746. As such, if the Transaction is completed, Ceres will have 47,741,793 common shares issued and outstanding (on a non-diluted basis). The share consideration paid by Ceres may be adjusted based on an independent valuation of Mavix if the results of such valuation show Mavix to be valued at an amount materially less than \$10,119,746.

Mavix owns all of the issued and outstanding shares of Mavix U.S.A., LLC ("Mavix USA"), an Illinois corporation. Mavix USA owns 91% of the issued and outstanding shares of Mavix Ltd. ("Mavix Israel"), an Israeli company.

Mavix also owns all of the issued and outstanding shares of Mavix Security Technology Inc. ("Mavix CDN"), a Canadian corporation based in Montreal, Quebec. For the purposes of the disclosure contained herein, the term "Mavix" shall include Mavix USA, Mavix Israel and Mavix CDN, unless otherwise specified.

Mavix produces video encoding hardware and software and offers all the tools required to build a digital surveillance and response system. Mavix hopes to become a leader in the market of high-end, scalable surveillance and response systems designed for homeland protection, intelligent monitoring of traffic, high-end surveillance, and the coordination of isolated islands of video data in the North American market. It provides such products and services to governments, militaries, local municipalities, cities, and defense and communications companies worldwide.

It is anticipated that the Transaction will be structured as a "three-cornered" amalgamation involving Ceres, Mavix and a wholly-owned subsidiary of Ceres incorporated under the laws of the State of Delaware, pursuant to which Ceres will acquire all of the issued and outstanding securities of Mavix in exchange for 37,480,543 common shares of Ceres. Accordingly, upon completion of the Transaction, Mavix will be wholly-owned subsidiary of Ceres and the former shareholders of Mavix will be shareholders of Ceres. Following the proposed Transaction, the business of Mavix will be conducted by a wholly-owned Delaware subsidiary of Ceres.

Mavix is currently undertaking a private placement of up to 7,500,000 shares at a price of \$0.10 per share for aggregate gross proceeds to up to \$750,000 (the "Mavix Private Placement"), or such greater amount as may be required by the Exchange. It is a condition precedent to the Transaction that the Mavix Private Placement be completed and that Mavix have positive working capital on closing of the Transaction. No additional Ceres common shares will be issued in exchange for the Mavix Private Placement shares as such Mavix shareholders will receive their pro rata portion of the 37,480,543 Ceres common shares issued in connection with the Transaction. The proceeds from the Mavix Private Placement will be used to provide the Resulting Issuer with additional working capital.

Upon completion of the Transaction, Ceres will grant an aggregate of 2,300,000 stock options to purchase common shares in Ceres, having an exercise price of \$0.30 per share, to the employees and officers of Mavix.

The proposed qualifying transaction is subject to a number of conditions including the following:

- (a) approval by the board of directors of both Ceres and Mavix;
- (b) approval by the Mavis shareholders;
- (c) satisfactory due diligence by both Ceres and Mavix;
- (d) conversion of all outstanding Mavix shareholder loans, if any, to equity;
- (e) completion of the Mavix Private Placement;
- (f) Ceres having at least \$1,200,000 in working capital;

- (g) Mavix having positive working capital;
- (h) all issued and outstanding Mavix warrants shall be exercised or terminated;
- (i) Mavix appointing a Chief Financial Officer (who will become the Chief Financial Officer of the Resulting Issuer) who is acceptable to Ceres and who has experience with Canadian GAAP and Canadian public reporting requirements;
- (j) negotiation and execution of a definitive agreement, and
- (k) regulatory approval.

There can be no assurance that the Transaction will be completed as proposed, or at all.

Selected Interim Financial Information

The Corporation was incorporated on June 5, 2006. As such, comparative quarterly data of previous years is not available. A summary of selected financial information is as follows:

	For the three month period ended June 30, 2007	For the six month period ended June 30, 2007	For the period June 5 to December 31, 2006
Cash in trust	\$1,523,114	\$1,523,114	\$1,526,611
Net income (loss)	(\$5,844)	(\$5,920)	(\$183,350)
Net loss per share (basic and diluted)	Nil	Nil	(\$0.04)
Total Assets	\$1,527,804	\$1,527,804	\$1,532,689

Results of Operations

For the quarter ended June 30, 2007, the Corporation had a net loss of \$5,844, compared to a net loss of \$76 for the previous quarter. For the quarter ended June 30, 2007, the Corporation received \$9,959 in interest income (compared to \$9,753 for the previous quarter) and incurred general and administrative expenses of \$15,803 (compared to \$9,829 for the previous quarter).

Liquidity

For the quarter ended June 30, 2007, the Corporation had working capital of \$1,516,694. This amounts compares to \$1,522,538 in the previous quarter.

Income Taxes

The Corporation currently has no active business and therefore any tax liability is limited to taxes on income received from cash on deposit. In the future, upon completion of a Qualifying Transaction, the Corporation anticipates that this tax position will change.

Risks and Uncertainties

The Corporation is a Capital Pool Company under the policies of the Exchange. If the Corporation fails to complete a Qualifying Transaction within twenty four (24) months of listing, the Exchange could suspend or delist the common shares of the Corporation. The Alberta Securities Commission or the British Columbia Securities Commission may issue an interim cease trade order against the Corporation's securities if the common shares of the Corporation are suspended from trading on the Exchange, and will issue such an interim cease trade order if the Corporation is delisted from the Exchange. In addition, delisting from the Exchange may result in the cancellation of all of the currently issued and outstanding securities of the Corporation held by insiders. As the Corporation has not commenced principal operations, historical revenue and expenditure trends are not indicative of future activity. In the future, the Corporation will continue to incur significant expenses relating to due diligence, negotiations of the terms of a Qualifying Transaction and preparation of legal agreements required to document and complete the transaction.

Transactions with Related Parties

There were no related party transactions during the Period Ended June 30, 2007.

Escrowed Shares

The initial 3,500,000 common shares issued on incorporation and all common shares that may be acquired from treasury of the Corporation by non arm's length parties of the Corporation prior to completion of a Qualifying Transaction have been deposited with a Trustee under the Escrow Agreement.

Disclosure Controls and Procedures

Management has ensured that there are disclosure controls and procedures that provide reasonable assurance that material information relating to the Corporation is disclosed on a timely basis, particularly, information relevant to the period in which annual filings are being prepared. Management believes these disclosure controls and procedures have been effective during the period ended June 30, 2007.

Internal Controls Over Financial Reporting

The Corporation's management is responsible for establishing and maintaining adequate internal controls over financial reporting. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be designed effectively can provide only reasonable assurance with respect to financial statement preparation and presentation. The Corporation did not make any change in its internal control over financial reporting during the period ended June 30, 2007 that has materially affected, or is reasonably likely to affect, the Corporation's internal control over financial reporting.

Additional Disclosure for Venture Issuers without Significant Revenue

	For the six months ended June 30, 2007	For the period June 5 to December 31, 2006
Interest income	\$19,712	\$4,352
General and administrative expenses	\$25,632	\$11,827
Net loss	(\$5,920)	(\$183,350)
Loss per share	Nil	\$0.04
Total assets	\$1,527,804	\$1,532,689
Long-term debt	Nil	Nil
Dividends	Nil	Nil

DISCLOSURE OF OUTSTANDING SHARE DATA (as at August 23, 2007)

Authorized and Issued Share Capital

Class	Par Value	Authorized	Issued
Common	Nil	Unlimited	10,261,250

Description of Options, Warrants and Convertible securities outstanding.

Security Type	(a) Number	Exercise Price	Expiry Date	Recorded Value
Options	1,025,000	\$0.20	Nov. 21, 2011	N/A
Warrants	596,250	\$0.20	Nov. 27, 2008	N/A

ADDITIONAL INFORMATION

Additional information relating to the Corporation can also be found on SEDAR at www.sedar.com.