

CERES CAPITAL CORP.

**FORM 51-102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED SEPTEMBER 30, 2008**

November 28, 2008

The following discussion and analysis should be read in conjunction with the Corporation's annual audited financial statements for the year ended December 31, 2007, its unaudited interim financial statements for the period ended September 30, 2008, 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 November 28, 2008 and is in respect of the nine month period ended September 30, 2008 (the "Period Ended September 30, 2008"). 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" or the "TSXV"). 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.

Previous Proposed Qualifying Transaction

The Company entered into a letter of intent dated May 20, 2008 with certain of the majority shareholders of Toggle Networks Inc. ("Toggle"), a private Alberta corporation.

On September 22, 2008, the Company terminated the letter of intent with Toggle.

Proposed Qualifying Transaction with Reliable Energy Ltd.

The Company has entered into a letter of intent (the "LOI") dated September 29, 2008 with Reliable Energy Ltd. ("Reliable"), a private Alberta corporation engaged oil and gas exploration and production, whereunder the parties have agreed to negotiate a definitive agreement relating to a proposed reverse takeover transaction (the "RTO") pursuant to which Ceres will acquire all of the issued and outstanding securities of Reliable (the combined entity hereinafter referred to as the "Resulting Issuer"). The arm's length RTO is intended to constitute Ceres's Qualifying Transaction under the applicable policies of the TSXV. Pursuant to the LOI, the parties have agreed to the essential terms of the RTO.

If the RTO is completed, it is anticipated that it will be structured as a three-cornered amalgamation in which a newly incorporated wholly owned subsidiary of Ceres will amalgamate with Reliable. Upon completion of the amalgamation, each Reliable common share will be exchanged for six Ceres common shares (the "Exchange Ratio"). As a result of the foregoing, Reliable will become a wholly owned subsidiary of Ceres.

If the RTO is completed, Ceres will issue 38,124,978 common shares to the Reliable shareholders. As such, if the RTO is completed, the Resulting Issuer will have 48,386,228 on shares issued and outstanding (on a non-diluted basis).

Further, at any time prior to the closing date of the RTO, Reliable may complete a private placement raising gross proceeds of up to \$12,500,000 through the issuance of Reliable Shares on both a flow-through basis (at a price of \$0.80 per Reliable Share) and on a non flow-through basis (at a price of \$0.70 per Reliable Share) (the "Reliable Private Placement"). In the event that any Reliable Shares are issued pursuant to the Reliable Private Placement, Ceres will acquire all such Reliable Shares by issuing additional Ceres Shares based on the Exchange Ratio. Reliable has entered into an engagement agreement with Canaccord Capital Corporation ("Canaccord"), whereby Canaccord has agreed to act as Reliable's lead agent in completing the Reliable Private Placement. In the event the Reliable Private Placement is completed, Reliable has agreed to pay Canaccord a cash commission equal to 7% of the aggregate gross proceeds raised from the offering; issue Canaccord an aggregate of 225,000 Reliable Shares as a financial advisory fee and issue Canaccord Reliable Series B Broker Warrants in an amount equal to 7 % of the Reliable Shares sold under the offering. In addition, Reliable has agreed to issue to Griffiths Energy and Resources Inc. ("Griffiths"), a fee based on the total proceeds of the offering as a result of firm and executed orders delivered and/or introduced by Griffiths, as mutually agreed between Griffiths, Canaccord and Reliable. The fee is calculated as being up to 500,000 common shares of Reliable, on a pro-rata basis, if Griffiths delivers up to \$2,500,000 of proceeds of the offering.

Pursuant to the RTO, Ceres will also acquire all of the issued and outstanding options, warrants and other convertible securities of Reliable in exchange for similar convertible securities of Ceres based on the Exchange Ratio. More specifically, Ceres shall acquire the remaining outstanding convertible Reliable securities as follows:

- (a) Ceres will issue an aggregate of 2,940,000 stock options to purchase an aggregate of 2,940,000 Ceres common shares, at an exercise price of \$0.17 per share, in exchange for the 490,000 Reliable stock options (the "Reliable Options") which are currently outstanding and which currently have an exercise price of \$1.00 per share;
- (b) Ceres will issue an aggregate of 135,450 broker's warrants, each warrant entitling the holder to acquire one Ceres common share, at an exercise price of \$0.17 per share, in exchange for the 22,575 Reliable Series A Broker's Warrants (the "Reliable Series A Broker's Warrants") which are currently outstanding and which currently have an exercise price of \$1.00 per share;

- (c) Ceres will issue up to 7,500,000 broker's warrants, each warrant entitling the holder to acquire one Ceres Share, at an exercise price of \$0.12 per share, in exchange for up to 1,250,000 Reliable Series B Broker's Warrants (the "Reliable Series B Broker's Warrants") which may be issued to Canaccord in connection with the Reliable Private Placement;
- (d) Ceres will issue an aggregate of 505,716 Ceres common share purchase warrants (the "Ceres Replacement Bonus Warrants") in exchange for 84,286 Reliable bonus plan warrants (the "Reliable Bonus Warrants") which are currently outstanding and which currently have an exercise price of \$ nil per share;
- (e) Ceres will issue an aggregate of 857,142 common share purchase warrants, each warrant entitling the holder to acquire one Ceres common share, at an exercise price of \$0.47 per share, in exchange for the 142,857 Reliable Series A common share purchase warrants (the "Reliable Series A Warrants") which are currently outstanding and which currently have an exercise price of \$2.80 per share; and
- (f) Ceres will issue replacement unsecured convertible debentures in the principal amount of \$1,260,000, entitling the holder thereof to convert the principal amount of the debenture into Ceres common shares at a conversion price equal to \$1.40 per share, in exchange for the \$1,260,000 principal amount unsecured convertible debenture of Reliable which entitles the holder thereof to convert the principal amount of the debenture into Reliable common shares at a conversion price equal to \$8.40 per share.

In addition to the Ceres options issued in exchange for the Reliable Options set out in paragraph (a) above, Ceres also intends to grant stock options to certain directors and officers of the Resulting Issuer to acquire an aggregate of 870,000 Ceres common shares at an exercise price of \$0.18 per share immediately following the closing of the RTO.

Upon completion of the RTO, the shareholders of Reliable will be issued enough voting shares to obtain voting control of Ceres. As a result, the transaction will be accounted in accordance with the Canadian Institute of Chartered Accountants' Emerging Issues Committee ("EIC") Abstract 10 - Reverse Takeover Accounting. As the Company does not meet the definition of a business under EIC Abstract 124, the resulting enterprise will be accounted for as a continuation of Reliable where the RTO is treated as an issuance of shares by Reliable for the net monetary assets of Ceres. The assets and liabilities of Reliable will be included in the consolidated balance sheet at their historical carrying values and the net monetary assets of the Company less any transaction costs will be accounted as cash received on an issuance of shares.

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

- a. approval by the board of directors of both Ceres and Reliable;
- b. approval by the Reliable shareholders and holders of the Reliable Convertible Debentures;
- c. satisfactory due diligence by both Ceres and Reliable;
- d. negotiation and execution of a definitive agreement; and
- e. regulatory approval.

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

Financial Results

A summary of selected financial results is as follows:

	For the three month period ended Sept 30, 2008	For the nine month period ended Sept 30, 2008	For the twelve month period ended December 31, 2007	For the nine month period ended Sept 30, 2007
Cash in trust	\$ 1,446,813	\$ 1,446,813	\$ 1,534,811	\$ 1,527,069
Net loss and comprehensive loss	(\$65,334)	(\$75,074)	(\$17,429)	(\$8,166)
Net loss per share (basic and diluted)	NIL	NIL	NIL	NIL
Total Assets	\$ 1,493,411	\$ 1,493,411	\$ 1,539,687	\$ 1,531,535

Results of Operations

For the three months ended September 30, 2008 the Corporation had a net loss of \$65,334 (compared to a net loss of \$2,246 for the corresponding period in the previous year. For the three months ended September 30, 2008 the Corporation received \$8,434 in interest income (compared to \$10,868 for the corresponding period in the previous year) and incurred general and administrative expenses of \$73,768 (compared to \$13,114 for the corresponding period in the previous year).

For the nine months September 30, 2008 the Corporation had a net loss of \$75,074 (compared to a net loss of \$8,166 for the corresponding period in the previous year). For the nine month period ended September 30, 2008 the Corporation received \$27,783 in interest income (compared to \$30,580 for the corresponding period in the previous year) and incurred general and administrative expenses of \$102,857 (compared to \$38,746 for the corresponding period in the previous year).

Summary of Quarterly Results

The summary of quarterly results is as follows:

	For the three month period ended September 30, 2008	For the three month period ended June 30, 2008	For the three month period ended March 31, 2008	For the three month period ended December 31, 2007	For the three month period ended September 30, 2007	For the three month period ended June 30, 2007	For the three month period ended March 31, 2007
Interest income	\$8,434	\$8,699	\$10,650	\$11,705	\$10,868	\$9,959	\$9,753
Net loss and comprehensive loss	(\$65,334)	(\$9,532)	(\$ 208)	(\$9,263)	(\$2,246)	(\$5,844)	(\$76)

Liquidity

For the quarter ended September 30, 2008 the Corporation had working capital of \$1,416,711 (compared to \$1,514,448 for the corresponding period in the previous year and \$ 1,505,185 as at December 31, 2007).

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 September 30, 2008.

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 would be deposited with a trustee under the Escrow Agreement.

Additional Disclosure for Venture Issuers without Significant Revenue

	For the three month period ended September 30, 2008	For the three month period ended June 30, 2008	For the three month period ended March 31, 2008	For the twelve month period ended December 31, 2007	For the period June 5 to December 31, 2006
Interest income	\$8,434	\$8,699	\$10,650	\$42,285	\$4,352

General and administrative expenses	\$73,768	\$ 18,231	\$10,858	\$59,714	\$12,827
Net loss and comprehensive loss	(\$65,334)	(\$9,532)	(\$208)	(\$17,429)	(\$183,350)
Loss per share	NIL	NIL	NIL	NIL	(\$0.04)
Total assets	\$1,493,411	\$1,505,703	\$1,544,450	\$1,539,687	\$1,532,689
Long-term debt	NIL	NIL	NIL	NIL	NIL
Dividends	NIL	NIL	NIL	NIL	NIL

DISCLOSURE OF OUTSTANDING SHARE DATA (as at November 28, 2008)

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	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

Subsequent event

On November 13, 2008, the Company received a three month extension from the TSXV to complete its Qualifying Transaction. As such, the deadline for the Company to complete a Qualifying Transaction has been extended from November 27, 2008 to February 27, 2009.

ADDITIONAL INFORMATION

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