Otis Capital Corp.
MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A")
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2007
Report Prepared: November 28, 2007

The following discussion and analysis should be read in conjunction with the prospectus dated September 27, 2007 of Otis Capital Corp. ("Otis" or the "Company") together with all notes, risk factors and other information contained therein.

Background

This management discussion and analysis, ("MD&A"), prepared as at November 28, 2007 provides information that management believes is relevant to an assessment and understanding of the financial position of Otis Capital Corp. as at September 30, 2007 and the results of its operations and cash flows for the three month period then ended. The MD&A should be read in conjunction with the Company's audited financial statements for the period from incorporation on April 24, 2007 to June 30, 2007 .The financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Except as otherwise disclosed, all dollar figures included therein and the following management discussion and analysis are stated in Canadian dollars. The audit Committee of the Board of Directors of the Company has reviewed this document pursuant to its mandate and charter.

Nature of Business

Otis Capital Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on April 24, 2007. The Company intends to list its common shares, as a capital pool company ("CPC") on the TSX Venture Exchange (the "Exchange"). As a CPC, the Company's business objective is to identify and evaluate assets or businesses with a view to potential acquisition or participation by completing a Qualifying Transaction (as defined in Exchange Policy 2.4) subject, in certain cases, to shareholder approval and acceptance by the Exchange. As at September 30, 2007, the Company had no business operations and has no assets other than a minimum amount of cash.

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. General risk factors inherent to the Company are described in the Company's initial public offering dated September 27, 2007. The Company disclaims any obligation or intention to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Description of Business and Summary of Recent Activities

Since incorporation on April 24, 2007, the Company has been working towards having its shares listed on the Exchange. On September 27, 2007, the Company issued a prospectus for an initial public offering of 1,000,000 common shares at $0.20 for gross cash proceeds of $200,000. The Company has paid a retainer of $10,000 in connection with this financing and has agreed to pay the agent a commission equal to 10% of the gross proceeds, being $20,000, to pay a corporate finance fee of $10,000, and to grant an option to acquire 10% of the number of common shares sold, exercisable at $0.20 per share for 2 years from the date of the listing of the common shares on the Exchange. The Company has also agreed to pay all costs and expenses relating to the financing. This transaction closed on November 22, 2007 with the receipt of gross cash proceeds of $200,000. It is expected that the Company's shares will trade on the Exchange before the end of November under the symbol "OOO".

Analysis of the three months ended September 30, 2007

The Company incurred expenses of $15,686 during the three months ending September 30, 2007; the majority of these costs were regulatory fees in connection with having the Company's shares listed on the Exchange. The Company earned interest of $1,507 on its cash balances, resulting in a net loss for the three months of $14,179 or $0.01 per share.

Financing Transactions

On June 30, 2007, the Company completed a financing of $210,000 by issuing 2,100,000 common shares at a price of $0.10 per share. All of the issued shares are held in an Escrow Agreement, which provides that 10% of the escrowed share will be released when the Company's shares are listed on the Exchange and an additional 15% will be released every six months after the initial release. If the Company is able to meet the Exchange's Tier 1 minimum listing requirements at any time, the release will be accelerated.

On September 27, 2007, the Company issued a prospectus for an initial public offering of 1,000,000 common shares at $0.20 for gross cash proceeds of $200,000. The Company has paid a retainer of $10,000 in connection with this financing and has agreed to pay the agent a commission equal to 10% of the gross proceeds, being $20,000, to pay a corporate finance fee of $10,000, and to grant an option to acquire 10% of the number of common shares sold, exercisable at $0.20 per share for 2 years from the date of the listing of the common shares on the Exchange. The Company has also agreed to pay all costs and expenses relating to the financing. This transaction closed on November 22, 2007 with the receipt of gross cash proceeds of $200,000.

Liquidity

The Company had working capital of $180,180 as at September 30, 2007.

Share Capital

As at September 30, 2007, the Company had a total of 2,100,000 common shares issued and outstanding. Following the completion of the initial public offering, and additional 1,000,000 common shares will be issued. At the end of the period, there were 310,000 share purchase options outstanding, exercisable at a price of $0.20 per share up to November 28, 2012.

Accounting Principles

The Company's financial statements are prepared in accordance with Canadian GAAP.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered as is appropriate to permit timely decisions regarding public disclosure. Due to the size of the Company and the fact that the Company has had no employees since incorporation, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") and the Directors are aware of all material information affecting the Company. The CEO/CFO and the Directors concluded that the design and operation of the disclosure controls and procedures were adequate and effective as at September 30, 2007 and ensure that information is recorded, processed, summarized and reported within the time periods specified under Canadian securities laws.

Internal Controls and Procedures over Financial Reporting

Management is also responsible for the design of the Company's internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles.

Management evaluated the design and operation of its internal control over financial reporting as at September 30, 2007, and has concluded that its internal control over financial reporting is effective. There are no material weaknesses that have been identified by management.

Investor Relations Activities

The Company does not have any relations agreements.

Additional Information

Additional information relating to the Company may be found on SEDAR at www.sedar.com.