GIDEON CAPITAL CORP.

(A Capital Pool Company)

Interim Condensed Financial Statements

For the Three Months Ended December 31, 2011 and for the Period from Date of Incorporation (June 15, 2011) to December 31, 2011

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim condensed financial statements, they must be accompanied by a notice indicating that these interim condensed financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed financial statements of Gideon Capital Corp. (the "Company") have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has performed a review of these unaudited interim condensed financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board for a review of interim financial statements by an entity's auditor.

GIDEON CAPITAL CORP.

(A CAPITAL POOL COMPANY)

Interim Condensed Statement of Financial Position

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

As at December 31, 2011

ASSETS		
CURRENT		
Cash (note 5)	$	471,255
DEFERRED FINANCING COSTS		21,250
	$	492,505
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	$	3,500
SHAREHOLDERS' EQUITY		
CAPITAL SHARE (note 6)		500,000
ACCUMULATED DEFICIT		(10,995)
		489,005
	$	492,505

The accompanying notes are an integral part of these unaudited interim condensed financial statements.

APPROVED ON BEHALF OF THE BOARD AND AUTHOIRZED FOR ISSUANCE ON FEBRUARY 29, 2012:

"*Martin J. Doane*" Director

"*Richard A. Meloff*" Director

GIDEON CAPITAL CORP.

(A CAPITAL POOL COMPANY)

Interim Condensed Statements of Loss and Comprehensive Loss

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	Three months ended December 31, 2011	Date of Incorporation (June 15, 2011) to December 31, 2011
REVENUE	$ -	$ -
EXPENSES		
Office and general	3,650	10,995
Net loss and comprehensive loss for the period	$ (3,650)	$ (10,995)
Loss per common share – Basic and diluted	$ (0.00)	$ (0.00)
Weighted average number of shares outstanding – Basic and diluted	10,000,000	

The accompanying notes are an integral part of these unaudited interim condensed financial statements.

GIDEON CAPITAL CORP.

(A CAPITAL POOL COMPANY)

Interim Condensed Statements of Changes in Equity

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	Share Capital	Accumulated Deficit	Total
Balance, June 15, 2011 (date of Incorporation)	$ -	$ -	$ -
Issuance of shares - October 25, 2011	500,000	-	500,000
Net loss and comprehensive loss for the period	-	(10,995)	(10,995)
Balance, December 31, 2011	$ 500,000	$ (10,995)	$ 489,005

The accompanying notes are an integral part of these unaudited interim condensed financial statements.

GIDEON CAPITAL CORP.

(A CAPITAL POOL COMPANY)

Interim Condensed Statements of Cash Flows

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

		Three months ended December 31, 2011		Date of Incorporation (June 15, 2011) to December 31, 2011
CASH PROVIDED BY (USED IN):				
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss for the period	$	(3,650)	$	(10,995)
Changes in non-cash working capital items:				
Increase in accounts payable and accrued liabilities		3,500		3,500
		(150)		(7,895)
CASH FLOWS FROM FINANCING ACTIVITIES				
Increase in deferred financing costs		-		(21,250)
Proceeds from issuance of common shares		-		500,000
		-		478,750
NET CHANGE IN CASH DURING THE PERIOD		(150)		471,255
Cash, beginning of period		471,405		-
CASH, END OF PERIOD	$	471,255	$	471,255

The accompanying notes are an integral part of these unaudited interim condensed financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Gideon Capital Corp. (the "Company") was incorporated as a private company by Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (Ontario) on June 15, 2011. The Company intends to carry on business as a capital pool company ("CPC"), pursuant to policy 2.4 of the TSX Venture Exchange (the "Exchange"). As at December 31, 2011, the Company has not commenced commercial operations and has no significant assets other than cash. The Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction, as defined under the policies of the TSX Venture Exchange.

The principal address of the company is 700-36 Lombard Street, Toronto, Ontario, M5C 2X3.

The financial statements were approved and authorized by the Audit Committee and the Board of Directors on February 29, 2012.

There is no assurance that the Company 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 Company's shares from trading.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

These unaudited interim condensed financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") under International Financial Reporting Standards ("IFRS") and using the accounting policies the company expects to adopt in its financial statements as at and for the year ending June 30, 2012. Accordingly they do not include all of the information required for full annual financial statements required by IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International financial Interpretations Committee ("IFRIC").

The company has adopted International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") upon incorporation on June 15, 2011.

(b) Deferred Financing Costs

Costs directly attributable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs are deferred until the issuance of the shares to which the costs related to, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(c) Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held for maturity, available for sale, loans and receivables or at fair value through profit and loss ("FVTPL").

FVPTL are measured at fair value with unrealized gain and losses recognized through profit and loss. Cash is classified as fair value through profit and loss.

Financial asset classified as held to maturity and loans and receivable are measured at amortized cost using the effective interest rate method.

Financial assets classified as available for sale and measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss), except for equity instruments without a quoted market price in an active market and whose fair value cannot be reliably measured, which are measured at cost.

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, or other financial liabilities, as appropriate.

Financial liabilities classified as financial liabilities are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities.

Financial liabilities classified as FVTPL are measured at fair value with unrealized gains and losses recognized through profit and loss. At December 31, 2011 the Company has not classified any financial liabilities as FVTPL.

Financial Instruments recorded at Fair Value

Financial instruments recorded at fair value on the unaudited interim condensed statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is classified as level 3

Accounts payable and accrued liabilities is classified as level 3

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd):

(d) Cash

Cash consists of funds held in trust by the Company's lawyers.

(e) Provision

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

(f) Income Taxes

The Company accounts for income taxes in accordance with the liability method. Under this method, deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and losses carried forward.

Deferred income tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the date of enactment or substantive enactment.

Current income taxes are recognized for the estimated income taxes payable for the current year.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd):

Deferred income tax assets are recognized to the extent that management believes that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

(g) Loss per Share

Basic loss per share is calculated using the weighted-average number of common shares outstanding during the year. Contingently issuable shares are not considered outstanding common shares and consequently not included in loss per share calculation. The Company uses treasury stock method to compute the dilutive effect of options and similar instruments. Under this method, the dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon exercise of options and similar instruments. It assumes that proceeds would be used to purchase common shares at conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on loss per share.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(h) Significant Accounting Judgments and Estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These interim condensed financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the valuation of income tax accounts.
- the recording of accrued liabilities.

(i) Future Accounting Pronouncements

i) Annual improvements to IFRS:

The IASB's improvements to IFRS contain seven amendments that result in accounting changes for presentation, recognition or measurement purposes. The most significant features of the IASB's annual improvements project published in May

2010 which are applicable for annual period beginning on or after January 1, 2011 with partial adoption permitted are included under the specific revisions to standards discussed below.

ii) Amendment to IFRS 7, Financial Instruments: Disclosures:

Multiple clarifications related to the disclosure of financial instruments and in particular in regards to transfers of financial assets.

iii) Amendment to IAS 1, Presentation of Financial Statements:

Entities may present the analysis of the components of other comprehensive income either in the statement of changes in equity or within the notes to the financial statements.

iv) Amendment to IAS 24, Related Party Disclosures:

There are limited differences in the definition of what constitutes a related party; however, the amendment requires more detailed disclosures regarding commitments.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd):

(i) Future Accounting Pronouncements (cont'd)

v) Amendment to IAS 34, Interim Financial Reporting:

The amendments place greater emphasis on the disclosure principles for interim financial reporting involving significant events and transactions, including changes to fair value measurements and the need to update relevant information from the most recent annual report.

vi) International Financial Reporting Standard 9, Financial Instruments ("IFRS 9"):

IFRS 9 was issued in November 2009 and contained requirements for financial assets. It is effective for periods beginning on or after January 1, 2015, with early adoption permitted. This standard addresses classification and measurement of financial assets and liabilities. It is the first of three phases of a project to develop standards to replace IAS 39, Financial Instruments.

vii) International Financial Reporting Standard 10, Consolidated Financial Statements ("IFRS 10"):

Effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. This standard establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 replaces the consolidation requirements in SIC-12, Consolidation – Special Purpose Entities, and IAS 27, Consolidated and Separate Financial Statements.

viii) *Amendments to IFRS 7 Financial Instruments: Disclosures:*

Increase in disclosure with regards to the transfer of financial assets, especially if there is a disproportionate amount of transfer transactions that take place around the end of a reporting period.

ix) IFRS 13 Fair Value Measurement:

On May 12, 2011, the IASB has issued IFRS 13 Fair Value Measurement (IFRS 13). IFRS 13, which is to be applied prospectively, is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. IFRS 13 defines fair value, provides a framework for measuring fair value and includes disclosure requirements for fair value

(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd):

(i) Future Accounting Pronouncements (cont'd)

ix) IFRS 13 Fair Value Measurement:

On May 12, 2011, the IASB has issued IFRS 13 Fair Value Measurement (IFRS 13). IFRS 13, which is to be applied prospectively, is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. IFRS 13 defines fair value, provides a framework for measuring fair value and includes disclosure requirements for fair value measurements. IFRS 13 will be applied in most cases when another IFRS requires (or permits) fair value measurement.

The Company has not applied the new and revised standards in preparing these unaudited interim condensed financial statements. None of these are expected to have a significant effect on the financial statements of the Company. The extent of the impact has not yet been determined.

3. CAPITAL RISK MANAGEMENT

The Company is pursuing a listing on the Exchange with the objective of reviewing investment opportunities and considers the items included in Shareholders' Equity as capital. The Company's objective in managing capital is to ensure sufficient liquidity to pursue potential investments and may raise additional capital through the equity markets as additional capital is required. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital.

4. CATEGORIES OF FINANCIAL INSTRUMENTS

	December 31, 2011
Financial Assets:	
Held for Trading	

Cash	$	471,255
Financial liabilities:		
Other financial liabilities		
Accounts payable and accrued liabilities	$	3,500

(Expressed in Canadian dollars)

5. CASH RESTRICTIONS

The proceeds raised from the issuance of common shares under a prospectus may only be used to identify and evaluate assets or businesses for future investment, with the exception that no more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

6. SHARE CAPITAL

Authorized

An unlimited number of Common shares

Issued common shares	Number of shares	Amount
Balance, June 15, 2011 (incorporation)	$ -	$ -
Shares issued for cash (i)	10,000,000	500,000
Balance, December 31, 2011	$ 10,000,000	$ 500,000

On October 25, 2011, the Company issued 10,000,000 seed shares at a price of $0.05 per common share which are subject to a CPC Escrow Agreement pursuant to the policies of the Exchange. Under the terms of the CPC Escrow Agreement, 10% of the escrowed common shares will be released from escrow upon receiving notice from the Exchange that the Company has completed a Qualifying Transaction (the "Initial Release") and an additional 15% will be released on the dates 6 months, 12 months, 18 months, 24 months, 30 months, and 36 months following the Initial Release. Shares held in escrow will be cancelled should the Company fail to complete its Qualifying Transaction or become de-listed. The seed shares will be considered contingently issuable until the Company completes a Qualifying Transaction and, accordingly, they are not considered to be outstanding shares for the purposes of loss per share calculations.

7. RELATED PARTY TRANSACTIONS

Transactions with related parties are incurred in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. There were no significant related party transactions during the period.

8. FINANCIAL INSTRUMENT AND RISK FACTORS

The Company's financial instruments consisting of cash and accounts payable and accrued liabilities approximate fair values due to the relatively short term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

As at December 31, 2011, the Company had working capital of $467,755. As a result, the Company is not exposed to any liquidity risk, and has sufficient funds to meet its ongoing obligations and meet its objective of completing its initial public offering.

9. SEGMENTED INFORMATION

The Company operates in only one business segment, namely the pursuit of a public listing and the eventual pursuit of a Qualifying Transaction. All of the Company's assets are located in Canada.

10. SUBSEQUENT EVENTS

On January 27, 2012, the Company completed its initial public offering by issuing 2,500,000 common shares at a price of $0.10 per share, for gross proceeds of $250,000. The common shares of the Company will be listed and posted for trading on the TSX Venture Exchange (the “Exchange”) under the trading symbol “GOL.P” on or about February 3, 2012.

The net proceeds of the offering will be used to identify and evaluate assets or businesses for acquisition with a view to complete a “Qualifying Transaction” under the capital pool program of the Exchange.

The Company granted Raymond James Ltd, the agent, 250,000 Agent warrants, exercisable within 24 months from the date of listing, to acquire up to 250,000 common shares at a price of $0.10 per share.

At the closing of the initial public offering, the Company granted a total of 1,250,000 stock options to its three directors to acquire a total of 1,250,000 common shares, exercisable within 10 years at a price of $0.10 per share.