GIDEON CAPITAL CORP.

(a Capital Pool Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED DECEMBER 31, 2011 AND FOR THE PERIOD FROM DATE OF INCORPORATION (JUNE 15, 2011) TO DECEMBER 31, 2011

Introduction

This Management's Discussion and Analysis ("**MD&A**") is dated February 28, 2012, unless otherwise indicated and should be read in conjunction with the unaudited condensed interim financial statements of Gideon Capital Corp. (the "**Company**") for the three months and period ended December 31, 2011, and the related notes thereto. This MD&A was written to comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the three months and period ended December 31, 2011, are not necessarily indicative of the results that may be expected for any future period.

The unaudited condensed interim 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, have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, using accounting policies consistent with International Financial Reporting Standards ("**IFRS**"). 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 Reporting Interpretations Committee ("**IFRIC**").

Further information about the Company and its operations can be obtained from the offices of the Company or from **www.sedar.com**.

Cautionary Note Regarding Forward-Looking Information

Certain statements contained in the following MD&A constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Description of Business

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 authorized share capital of the Company consists of an unlimited number of common shares, without nominal or par value.

The Company's head office and registered and records office address is 36 Lombard Street, Suite 700, Toronto, Ontario, Canada M5C 2X3.

The Company's financial year ends on March 31.

The Company is classified as a Capital Pool Company as defined in Policy 2.4 – *Capital Pool Companies* ("**Policy 2.4**") of the TSX Venture Exchange ("**Exchange**"). The Company has not commenced commercial operations and has no assets other than cash held in trust and prepaids and other assets. The Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a transaction where the Company acquires significant assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means (a "**Qualifying Transaction**"). Any proposed Qualifying Transaction must be accepted by the Exchange.

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 delist the Company's shares from trading.

The Company has not conducted commercial operations and it is focused on the identification and evaluation of businesses or assets to acquire. Until Completion of the Qualifying Transaction (as such term is defined in Policy 2.4), the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a Qualifying Transaction. Except as described in the Company's prospectus dated December 1, 2011, the funds raised pursuant to the Company's initial public offering (the "**Offering**") will be utilized only for the identification and evaluation of potential Qualifying Transactions and, to the extent permitted by Policy 2.4, for general and administrative expenses. While the Company has commenced the process of identifying potential acquisitions, it has not yet entered into a definitive agreement for any particular transaction.

Subsequent to the period, on January 27, 2012, the Company completed the Offering by issuing 2,000,000 common shares at a price of $0.10 per common share pursuant to Policy 2.4. The common shares were listed and posted for trading on the Exchange under the trading symbol "BST.P" at the opening of the market on February 3, 2012. The proceeds of the Offering will be used to identify and evaluate assets or business for acquisition with a view to completing a Qualifying Transaction under the Capital Pool Company program of the Exchange. In connection with the Offering the Company paid cumulative costs of $104,415. The agent was also granted non-transferable broker warrants to purchase 250,000 common shares at a price of $0.10 per common share until February 3, 2014. An incentive stock option plan was established for the benefit of directors, officers, employees and consultants of the Company. Pursuant to the option plan options to purchase up to 1,250,000 common shares of the Company at an exercise price of $0.10 per common share, expiring 10 years from the date of grant, were issued on January 27, 2012.

Discussion of Operations

June 15, 2011 (the date of incorporation) to December 31, 2011

The Company's net loss totaled $10,995 for the period from June 15, 2011 (the date of incorporation) to December 31, 2011, with basic and diluted loss per share of $0.001. Net loss principally related to professional and regulatory fees. The Company has no comparative financial information as it was incorporated on June 15, 2011.

Three months ended December 31, 2011

The Company's net loss totaled $3,650 for the three months ended December 31, 2011, with basic and diluted loss per share of $0.0004. Net loss principally related to professional and regulatory fees.

Selected Quarterly Information

A summary of selected information for each of the quarters presented below is as follows:

Three Months Ended	Net Revenues ($)	Net Loss	
		Total ($)	Basic and Diluted Loss Per Share ($)
December 31, 2011	-	(3,650)	(0.0004)

Liquidity

At December 31, 2011, the Company had working capital of $467,755 all of which was cash. The Company manages its capital structure and makes adjustments to it, based on available funds to the Company. Capital levels for capital pool companies are regulated pursuant to guidelines issued by the Exchange. These guidelines state that proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not 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 the Qualifying Transaction by the Company. Management believes the Company's working capital is sufficient for the Company to meet its ongoing obligations and meet its objective of completing its Qualifying Transaction.

Capital Resources

The following financings have been completed by the Company:

Date	Gross Proceeds	Type of Transaction
October 24, 2011	$100,000	Private Placement
October 25, 2011	$400,000	Private Placement
January 27, 2012 (1)	$250,000	Initial Public Offering

(1) On January 27, 2012 the Company completed the Offering by issuing 2,500,000 common shares at a price of $0.10 per common share pursuant to Policy 2.4.

Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Proposed Transactions

Although the Company has commenced the process of identifying potential acquisitions with a view to completing a Qualifying Transaction, the Company has not yet entered into an agreement.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

Remuneration of Directors and key management of the Company were as follows:

Detail	Three Months Ended December 31, 2011	From June 15, 2011 (date of incorporation) to December 31, 2011
Share based payments (1)(2)	$Nil	$Nil

(1) As of the date hereof, the Company had not yet completed a Qualifying Transaction. Accordingly, the officers and directors of the Company have not been paid any compensation since incorporation (other than the grant of incentive stock options), as the policies of the Exchange prohibit directors and officers from receiving remuneration while the Company is a Capital Pool Company.

(2) On January 27, 2012, options to purchase 1,250,000 common shares were granted to the following participants in the respective numbers, option exercise prices and expiry dates set forth below:

Participant	Position	No. of Shares	Exercise Price	Expiry Date
Martin J. Doane	Director	900,000	$0.10	January 27, 2022
Richard A. Meloff	Director	150,000	$0.10	January 27, 2022
Bill G. Calsbeck	Director	150,000	$0.10	January 27, 2022
Laura C. Young	Officer	50,000	$0.10	January 27, 2022

Risk Factors

Investing in the common shares involves risk. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A before making an investment decision. If any of the following risks actually occurs, the business, financial condition or results of operations of the Company could be harmed. In such an event, the trading price of the common shares could decline and prospective investors may lose part or all of their investment.

No Operating History
The Company was incorporated on June 15, 2011, has not commenced commercial operations and has no assets other than cash. The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future. Until Completion of the Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. The Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction. Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to successfully complete the transaction.

Possible Trading Suspension or Delisting
The Exchange may suspend from trading or delist the securities of the Company where the Company has failed to complete a Qualifying Transaction within the 24 months of the date of listing or if the Company fails to meet initial listing requirements of the Exchange upon Completion of the Qualifying Transaction. Suspension from trading of the common shares may, and delisting of the common shares will, result in

the regulatory securities authorities issuing an interim cease trade order against the Company. In addition, delisting of the common shares will result in the cancellation of all of the currently issued and outstanding common shares of the Company held by Insiders. Trading in the common shares of the Company may be halted at other times for other reasons, including for failure by the Company to submit documents to the Exchange in the time periods required.

Halt of Trading
Upon public announcement of a potential Qualifying Transaction, trading in the common shares of the Company will be halted and will remain halted until Completion of the Qualifying Transaction, or sooner pursuant to Policy 2.4. Neither the Exchange nor any securities regulatory authority passes upon the merits of the potential Qualifying Transaction.

Exchange May Not Approve a Qualifying Transaction
Completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval as such terms are defined in Policy 2.4.

Notwithstanding that a transaction may meet the definition of a Qualifying Transaction; the Exchange may not approve a Qualifying Transaction:

(a) if the Company fails to meet the initial listing requirements prescribed by Policy 2.1 – *Initial Listing Requirements* of the Exchange upon Completion of the Qualifying Transaction;

(b) if, following Completion of the Qualifying Transaction, the Company will be a finance company or a mutual fund as defined under applicable securities laws;

(c) the consideration proposed to be paid by the Company in connection with the Qualifying Transaction is not acceptable to the Exchange; or

(d) for any other reason at the sole discretion of the Exchange.

Approval by the Majority of the Minority
Where Majority of the Minority Approval is required, unless the shareholder has the right to dissent and be paid fair value in accordance with the applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Company of fair value for the common shares.

Dilution
If the Company issues treasury shares to finance acquisition or participation opportunities, control of the Company may change and subscribers may suffer dilution of their investment.

Directors and Officers
The directors and officers of the Company will not be devoting all of their time to the affairs of the Company but will be devoting such time as required to effectively manage the Company. Some of the directors and officers of the Company are engaged and will continue to be engaged in the search for assets or businesses on their own behalf or on behalf of others such that conflicts may arise from time to time. As a consequence of such conflicts, the Company may be exposed to liability and its ability to achieve its business objectives may be impaired.

Reliance on Management

The Company is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Company is dependent upon the efforts and abilities of its directors and officers. The loss of any of its directors or officers could have a material adverse effect upon the business and prospects of the Company.

Foreign Acquisition
In the event the Company identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.

Loans or Advances
Subject to prior acceptance from the Exchange, the Company may be permitted to loan or advance up to an aggregate of $250,000 ($25,000 without prior Exchange approval) of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Company will be able to recover the loan or advance.

Recent accounting pronouncements

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.

Amendment to IFRS 7, Financial Instruments
Multiple clarifications related to the disclosure of financial instruments and in particular in regards to transfers of financial assets.

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.

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.

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.

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.

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.

Amendments to IFRS 7 Financial Instruments
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.

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 its 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.

Financial Instruments

Fair Values
At December 31, 2011, the Company's financial instruments consist of funds held in trust and accounts payable and other liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments. The Company classifies its funds held in trust as financial assets at fair value through profit and loss, and its account payable and other liabilities as other financial liabilities.

Credit Risk
Credit risk is the risk of loss associated with the counterparty's inability to fulfil its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash.

Interest Rate Risk
The Company is not exposed to any significant interest rate risk.

Liquidity Risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Capital Management

The Company's capital currently consists of common shares. Its principal source of cash is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets. The Company does not have any externally imposed capital requirements to which it is subject. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

Outlook

For the immediate future, the Company intends to evaluate direct or indirect acquisitions of assets to complete a Qualifying Transaction. The Company continues to monitor its spending and will amend its plans based on business opportunities that may arise in the future.

Share Capital

As of the date of this MD&A, the Company had 12,500,000 issued and outstanding common shares. In addition the Company had 250,000 outstanding broker warrants issued to an agent exercisable for 250,000 common shares at $0.10 per common share until February 3, 2014 and 1,250,000 stock options issued to the officers and directors of the Company exercisable for 1,250,000 common shares at $0.10 per common share until January 27, 2022. Therefore, the Company had 14,000,000 common shares on a fully diluted basis.