

GIDEON CAPITAL CORP. UPDATE ON PROPOSED QUALIFYING TRANSACTION WITH MONTERRA S.A.

Toronto, Ontario (May 1, 2012) Gideon Capital Corp. (“**Gideon Capital**”) (TSXV:GOL.P), a capital pool company as defined under Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”), is pleased to provide this Press Release to its shareholders and members of the public to update shareholders and others with respect to its proposed “qualifying transaction” with Monterra S.A. (“**Monterra**”) previously announced on March 16, 2012.

Financial Information of Monterra S.A.

On the basis of the unaudited financial statements of Monterra for the year ended August 2011, Monterra had total assets of US\$4,620,247, liabilities of US\$1,272,084, a shareholders' equity of US\$3,348,163, and a working capital deficiency of US\$243,961.

The Private Placement

As previously announced, in conjunction with the proposed qualifying transaction, the parties will complete a private placement. Accordingly, Raymond James Ltd. (the “**Agent**”) has been engaged to complete a concurrent private placement (the “**Offering**”) of subscription receipts (the “**Subscription Receipts**”) of Monterra at a price of \$0.35 per Subscription Receipt, for minimum gross proceeds of \$5,000,000 and maximum gross proceeds of up to \$10,000,000, or such other amount as may be required by the Exchange to meet initial listing requirements. Upon completion of the proposed qualifying transaction, each Subscription Receipt shall be convertible into units of Monterra consisting of one common share and one-half of one common share purchase warrant (each, a “**Warrant**”), each whole Warrant entitling the holder thereof to purchase, subject to adjustments, one common share at a price of \$0.45 per share for one year following closing of the proposed qualifying transaction and at a price of \$0.55 per share in the second year following closing of the proposed qualifying transaction, subject to acceleration.

Further details of the Offering, including compensation payable to the Agent, will be disclosed in a subsequent news release once the parties have finalized the arrangements.

Proposed Management

The proposed management of Gideon Capital following the completion of the proposed “qualifying transaction” is as follows:

Martin J. Doane – Director (Chairman of the Board)

Mr. Doane is a founding partner and the CEO of Ubequity Capital Partners Inc. and he has over 18 years' experience as a lawyer and two decades of activity in the corporate finance, M&A, financial services and venture capital fields. He has served on a variety of boards of both public and private companies. He has also served as the CEO of technology and digital media companies, including most recently, Silverback Media PLC (now Adenyo), which he grew in less than 3 years from an idea to a multi-national mobile solutions group, with a revenue base of \$25 million and 100+ employees. Mr. Doane is a graduate of the University of Western Ontario and Osgoode Hall Law School. In 2002, he was awarded the Golden Jubilee Medal for his public service to Canada.

Ian R. Harris – President & Chief Executive Officer / Director

Mr. Harris is currently the President & Chief Executive Officer of Monterra S.A. He holds a B.Sc. Mining & Minerals Engineering from Virginia Polytechnic Institute and State University (Virginia Tech). He is a Mining executive with more than 15 years of mining experience and over 10 years in South America. He served as Senior Vice President and Country Manager of Corriente Resources and under his leadership Corriente's mining projects were designated national strategic projects and the first to begin exploitation contract negotiation for construction of the first industrial scale mining projects in Ecuador. Achievements led to the sale of Corriente Resources to Tongling and CRCC (China SOEs) for \$690M.

Robert L. Hodgkinson - Director

Mr. Hodgkinson has been the Chief Executive Officer of Dejour Enterprises Ltd. since July 14, 2004. He founded several successful petroleum exploration companies including, Optima Energy (Petroquest Energy) in 1990. He founded Equatorial Energy Inc. and also served as its President from 1996 to 1999. From 1972 to 1990, he was directly involved in the investment business and from 1980 to 1990, served as a Vice President and Partner with Canaccord. He has 30 years relevant experience in public and venture capital markets. He received a BA Degree in Economics from University of Western Ontario in 1971 and was the Canadian Investment Finance Gold Medalist in 1974.

Additional officers (including a Chief Financial Officer and Corporate Secretary) and directors will be identified prior to closing of the qualifying transaction and will be disclosed in future press releases.

About Monterra S.A.

Monterra is a private company incorporated under the laws of the Republic of Panama on September 14, 2007. Monterra, through its wholly-owned Ecuadorian subsidiaries, owns 100% of the ANDI-Orotierra Gold Property which is comprised of 12 contiguous mining concessions covering a total of 53,782 hectares in the Nabon area of Ecuador.

For more information please contact: Ian Harris
President & Chief Executive Officer
Monterra S.A.
Email: iharris@monterragold.com

About Gideon Capital Corp.

Gideon Capital, a capital pool company within the meaning of the policies of the Exchange, was incorporated on June 15, 2011 and was listed on the Exchange on February 3, 2012. Gideon Capital does not have any operations and has no assets other than cash. Gideon Capital's business is to identify and evaluate businesses and assets with a view to completing a qualifying transaction under the policies of the Exchange.

Trading of the common shares of Gideon Capital remains halted in connection with the dissemination of this press release, and will recommence at such time as the Exchange may determine, having regard to the completion of certain requirements pursuant to Exchange Policy 2.4. Further details of the proposed transaction, including the consideration to be paid, will follow in future press releases.

For more information please contact: Martin J. Doane
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The information provided in this press release regarding Monterra and its management has been provided by Monterra and has not been independently verified by Gideon Capital.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Although Gideon Capital and Monterra believe that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, Gideon Capital and Monterra disclaim any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.