

**GIDEON CAPITAL CORP.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting (the “**Meeting**”) of Shareholders of Gideon Capital Corp. (the “**Corporation**”) will be held at the offices of its counsel, Garfinkle Biderman LLP, Dundee Place, 1 Adelaide Street East, Suite 801, Toronto, Ontario, M5C 2V9, on Friday, the 7<sup>th</sup> day of December, 2012, at the hour of 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the financial statements of the Corporation for the period from June 15, 2011 (date of incorporation) to March 31, 2012, together with the report of the auditors thereon, and the financial statements of the Corporation for the three month period ended June 30, 2012;
2. to elect three (3) directors for the ensuing year;
3. to appoint auditors of the Corporation for the ensuing year and authorize the directors to fix their remuneration;
4. to consider, and if thought appropriate, to pass, with or without variation, an ordinary resolution (the text of which is disclosed in Section 8(iv) of the accompanying management information circular of the Corporation dated November 6, 2012 (the “**Circular**”)) approving the 2012 Option Plan (as such term is defined in the Circular) as the stock option plan of the Corporation, as more particularly described in the Circular; and
5. to transact such further or other business as may properly come before the said meeting or any adjournment or adjournments thereof.

A copy of the Circular, a form of proxy, and a return envelope accompany this Notice of Meeting. A copy of the audited financial statements of the Corporation for the period from June 15, 2011 (date of incorporation) to March 31, 2012, together with the report of the auditors thereon, and the interim financial statements of the Corporation for the three month period ended June 30, 2012, and accompanying management discussion and analysis, also accompany this Notice of Meeting, will be available for review at the Meeting and are available to the public on the SEDAR website at [www.sedar.com](http://www.sedar.com).

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is November 7, 2012 (the “**Record Date**”). Shareholders of the Corporation whose names have been entered on the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with Computershare Investor Services Inc., 100 University Avenue, 9th floor, Toronto, Ontario, M5J 2Y1, or if by facsimile at (416) 361-0470, not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

The instrument appointing a proxy must be in writing and must be executed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

The individuals named in the enclosed form of proxy are directors and/or officers of the Corporation. Each shareholder has the right to appoint a proxyholder other than such individuals, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder’s behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder’s appointee should be legibly printed in the blank space provided.

**DATED** this 6<sup>th</sup> day of November, 2012.

**BY ORDER OF THE BOARD**

*(signed)* “**Martin J. Doane**”  
Chief Executive Officer