GIDEON CAPITAL CORP.

FILING STATEMENT

IN RESPECT OF THE AMALGAMATION PURSUANT TO WHICH GIDEON CAPITAL CORP. WILL ACQUIRE ALL OF THE OUTSTANDING EQUITY SECURITIES OF BATHURST RESOURCES CORP. IN EXCHANGE FOR EQUITY SECURITIES OF GIDEON CAPITAL CORP.

Dated as of November 22, 2013

All information contained in this Filing Statement with respect to Gideon Capital Corp. ("Gideon") was supplied by Gideon for inclusion herein.

All information contained in this Filing Statement with respect to Bathurst Resources Corp. ("Bathurst") was supplied by Bathurst for inclusion herein.

Neither the TSX Venture Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the qualifying transaction described in this filing statement.

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FORWARD-LOOKING STATEMENTS

The information provided in this filing statement (the "**Filing Statement**"), including information incorporated by reference, may contain "forward-looking statements" about Gideon, Bathurst and/or Gideon (the "**Resulting Issuer**") following the completion of the qualifying transaction described herein. In addition, Gideon, Bathurst and/or the Resulting Issuer may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of Gideon, Bathurst and/or the Resulting Issuer that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by Gideon, Bathurst and/or the Resulting Issuer that address activities, events or developments that Gideon, Bathurst and/or the Resulting Issuer expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments.

Examples of such statements include: (A) the intention to complete the Amalgamation; (B) the description of the Resulting Issuer that assumes completion of the Amalgamation and Private Placement; and (C) in respect of the Resulting Issuer and Bathurst, statements pertaining to the completion of an exploration program and the timing and method for funding thereof, the performance characteristics of the Resulting Issuer's claims in New Brunswick, plans for and costs of extraction, results in various projects of the Resulting Issuer and Bathurst, timing of development of undeveloped resources, the size of mineral resources, projection of market prices and costs, supply and demand, expectations regarding the ability to raise capital, treatment under governmental regulatory regimes and tax laws, capital expenditure programs and the timing and method of financing thereof and proposed acquisitions by the Resulting Issuer and Bathurst, the development plans, future growth and performance.

These statements speak only as of the date they are made and are based on information currently available and on the then current expectations of Gideon, Bathurst and/or the Resulting Issuer and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to (i) critical illness or death of the principals of the Resulting Issuer, and (ii) other risks described in this Filing Statement and described from time to time in documents filed by Gideon, Bathurst and the Resulting Issuer with Canadian securities regulatory authorities.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking information contained in this Filing Statement. Such forward-looking information is based on a number of assumptions which may prove to be incorrect, including, but not limited to: the ability of the Resulting Issuer to complete the Amalgamation and Private Placement, satisfy conditions under the Amalgamation Agreement, satisfy the requirements of the Exchange such that it will issue the Final Exchange Bulletin, obtain necessary financing and adequate insurance, successfully integrate Gideon and Bathurst and manage risks; the economy generally; and, in respect of the Resulting Issuer and Bathurst, current and future stock prices, results of operations and exploitation, exploration and development activities, gold and base-metal prices and market conditions, the extent of gold and base-metal resources and future growth and performance, the regulatory and foreign environment, future capital and other expenditures (including the amount, nature and sources of funding thereof), the extent of necessary exploration and development equipment, competitive advantages, foreign currency exchange rates, property title and investments, business prospects and opportunities, transportation and construction delays; and anticipated and unanticipated costs. The factors identified above are not intended to represent a complete list of the factors that could affect Gideon, the Resulting Issuer or Bathurst. Additional factors are noted under the heading "Risk Factors".

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievement may vary materially from those expressed or implied by the forward-looking information contained in this Filing Statement. These factors should be carefully considered and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this Filing Statement. All subsequent forward-looking information attributable to Gideon, the Resulting Issuer or Bathurst herein is expressly qualified in its entirety by the cautionary statements contained in or referred to herein. Gideon, the Resulting Issuer and Bathurst do not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this Filing Statement or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

DEFINITIONS

The following is a glossary of certain definitions used in this Filing Statement. Terms and abbreviations used in the financial statements of Gideon, Bathurst and the Resulting Issuer in the appendices to this Filing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders. All dollar amounts herein are in Canadian dollars, unless otherwise stated.

"**Affiliate**" means a Company that is affiliated with another Company as described below. A Company is an Affiliate of another Company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A Company is "controlled" by a Person if (a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company. A Person beneficially owns securities that are beneficially owned by (a) a Company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

"**Agent**" means All Group Financial Services Inc.

"**Amalgamated Corporation**" means the corporation that will continue following completion of the Amalgamation between Bathurst and the Amalgamation Entity.

"**Amalgamation**" means the amalgamation under the provisions of Section 174 of the OBCA, on the terms and subject to the conditions set out in Articles of Amalgamation, subject to any amendments or variations thereto made in accordance with the Amalgamation Agreement.

"**Amalgamation Agreement**" means the amalgamation agreement for the Amalgamation by and between Gideon, Bathurst and the Amalgamation Entity, as may be amended, supplemented and/or restated in accordance therewith.

"**Amalgamation Entity**" means 2396933 Ontario Inc., a corporation incorporated under the OBCA, a wholly owned subsidiary of Gideon, which will amalgamate with Bathurst pursuant to the Amalgamation.

"**Arm's Length Transaction**" means a transaction which is not a Related Party Transaction.

"**Associate**" when used to indicate a relationship with a Person or Company, means (a) an issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer, (b) any partner of the Person or Company, (c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity, (d) in the case of a Person, a relative of that Person, including (i) that Person's spouse or child, or (ii) any relative of the Person or of his spouse who has the same residence as that Person; but (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company.

“**Available Funds**” means the funds that will be available to the Resulting Issuer on completion of the Amalgamation.

“**Bathurst**” means Bathurst Resources Corp., a corporation incorporated under the OBCA.

“**Bathurst Shares**” means the common shares in the capital of Bathurst.

“**Bathurst Shareholders**” means the registered holders of the Bathurst Shares.

“**Broker Warrants**” means common share purchase warrants of the Resulting Issuer issuable in connection with the Private Placement, with each warrant entitling the holder to purchase that number of Resulting Issuer Shares as is equal to 8% of the number of (i) Units sold under the Private Placement, at an exercise price of $0.15 per Resulting Issuer Share exercisable for a period of 24 months from the date of issue, and (ii) FT Units sold under the Private Placement, at an exercise price of $0.17 per Resulting Issuer Share exercisable for a period of 24 months from the date of issue.

“**Business Day**” means any day other than a Saturday, Sunday or a statutory or civic holiday in the City of Toronto, Ontario.

“**Certificate of Amalgamation**” means the certificate of amalgamation in respect of the Amalgamation issued by the director appointed pursuant to Section 178(4) of the OBCA.

“**Chamberlain Property**” means the 60 claim units located on 1,320 hectares of the Gloucester Project and subject to the L’Or Bai and Chamberlain Option Agreement.

“**Chamberlain Vendors**” means collectively Daniel Frenette, Gerard Roy, Donna Gummer and Rose Hannan, with ownership interests in the Chamberlain Property as follows: (i) 30% Gerard Roy, (ii) 30% Donna Gummer, (iii) 30% Daniel Frenette and (iv) 10% Rose Hannan.

“**Change of Business**” or “**COB**” means a transaction or series of transactions which will redirect an issuer’s resources and which changes the nature of its business, for example, through the acquisition of an interest in another business which represents a material amount of the issuer’s market value, assets or operations, or which becomes the principal enterprise of the issuer.

“**Change of Control**” includes situations where after giving effect to the contemplated transaction and as a result of such transaction (a) any one Person holds a sufficient number of the voting shares of Gideon or Resulting Issuer to affect materially the control of Gideon or Resulting Issuer, or (b) any combination of Persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding hold in total a sufficient number of the voting shares of Gideon or Resulting Issuer to affect materially the control of Gideon or Resulting Issuer; where such Person or combination of Persons did not previously hold a sufficient number of voting shares to affect materially the control of Gideon or Resulting Issuer. In the absence of evidence to the contrary, any Person or combination of Persons acting in concert by virtue of an agreement, arrangement, commitment or understanding, hold more than 20% of the voting shares of Gideon or Resulting Issuer is deemed to materially affect the control of Gideon or Resulting Issuer.

“**Company**” unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

“**Completion of the Qualifying Transaction**” means the date the Final Exchange Bulletin is issued by the Exchange.

“**Computershare**” means Computershare Investor Services Inc., the transfer agent of Gideon for the Gideon Shares.

“**Consideration Shares**” means an aggregate of 15,000,000 Resulting Issuer Shares to be issued to the shareholders of Bathurst as a result of the Amalgamation.

“**Control Person**” means any Person or Company that holds or is one of a combination of Persons or Companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

“**CPC**” means a corporation (a) that has been incorporated or organized in a jurisdiction in Canada, (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with Policy 2.4, and (c) in regard to which the Completion of the Qualifying Transaction has not yet occurred.

“**CPC Escrow Shares**” means those Resulting Issuer Shares to be held in escrow pursuant to Section 11 of Policy 2.4 and released in accordance with the applicable provisions.

“**CPC Escrow Agreement**” means the escrow agreement dated December 1, 2011 among Gideon, Computershare and certain shareholders of Gideon, which provides that all of the 10,000,000 Gideon Shares issued prior to the Gideon IPO, at a price of $0.05 per Gideon Share, are subject to escrow.

“**Effective Date**” means the date shown in the Certificate of Amalgamation.

“**Exchange**” means the TSX Venture Exchange Inc.

“**Filing Statement**” means this filing statement, together with all appendices attached hereto and including the summary hereof.

“**Final Exchange Bulletin**” means the Exchange bulletin which is issued following the closing of the Amalgamation and the submission of all documentation required by the Exchange and that evidences the final Exchange acceptance of the Amalgamation as Gideon’s Qualifying Transaction.

“**FT Units**” means the units issued by the Resulting Issuer pursuant to the Private Placement, at a price of $0.17 per FT Unit. Each FT Unit entitling the holder thereof to acquire one Resulting Issuer Share, issued on a “flow through” basis and qualifying as a “flow-through” share for the purposes of the Tax Act, and one Warrant.

“**GAAP**” means generally accepted accounting principles.

“**Gideon**” means Gideon Capital Corp., a corporation incorporated under the OBCA.

“**Gideon Broker Warrants**” means the non-transferable common share purchase warrants exercisable for up to 250,000 Gideon Shares until February 3, 2014, issued to Raymond James Ltd. in connection with the closing of the Gideon IPO.

“**Gideon IPO**” means the initial public offering of Gideon which closed on February 1, 2012, whereby it sold 2,500,000 Gideon Shares at a price of $0.10 per share and raised gross proceeds of $250,000.

“**Gideon Options**” means the non-transferable incentive stock options to purchase 350,000 Gideon Shares granted to three officers or directors of Gideon upon completion of the Gideon IPO.

“**Gideon Option Plan**” means the Gideon incentive stock option plan which provides that the board of directors of Gideon may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers, employees and consultants to Gideon non-transferable options to purchase Gideon Shares.

“**Gideon Shareholders**” means the registered holders of the Gideon Shares.

"**Gideon Shares**" means the common shares in the capital of Gideon of which 12,500,000 are issued and outstanding as at the date hereof.

"**Gloucester Project**" means the 15 mining claim blocks composed of 191 claim units in Gloucester County, Northern New Brunswick, Canada.

"**Insider**" if used in relation to an issuer, means (a) a director or senior officer of the issuer; (b) a director or senior officer of the Company that is an Insider or subsidiary of the issuer; (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or (d) the issuer itself if it holds any of its own securities.

"**Letter Agreement**" means the letter of intent dated July 12, 2013 between Gideon and Bathurst in respect of the Amalgamation.

"**L'Or Bai and Chamberlain Properties**" means collectively the L'Or Bai Property and the Chamberlain Property.

"**L'Or Bai Property**" means the 123 claim units located on 2,706 hectares of the Gloucester Project and subject to the L'Or Bai and Chamberlain Option Agreement.

"**L'Or Bai and Chamberlain Option Agreement**" means the arm's length option agreement effective as of April 7, 2013 and executed on July 3, 2013, as amended on November 6, 2013, between Bathurst and the L'Or Bai and Chamberlain Vendors whereby Bathurst obtained the option to acquire a 100% interest in various claim units located on the L'Or Bai and Chamberlain Properties.

"**L'Or Bai and Chamberlain Vendors**" means collectively the L'Or Bai Vendors and the Chamberlain Vendors.

"**L'Or Bai Vendors**" means collectively Daniel Frenette, Gerard Roy, Donna Gummer and Rose Hannan with ownership interests in the L'Or Bai Property is as follows: (i) 36% Daniel Frenette, (ii) 27% Gerard Roy, (iii) 27% Donna Gummer and (iv) 10% Rose Hannan.

"**MD&A**" means management's discussion and analysis.

"**Member**" means a Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange requirements.

"**Members' Agreement**" means the members' agreement among the Exchange and each person who, from time to time, is accepted as and becomes a member of the Exchange.

"**Mt**" means million tone.

"**Named Executive Officers**" means Raniero Corsini and Chris Carmichael.

"**NI 43-101**" means National Instrument 43-101 *Standard of Disclosure for Mineral Projects* of the Canadian Securities Administration.

"**Non-Arm's Length Party**" means in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company (including an issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person.

"**Non-Arm's Length Qualifying Transaction**" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates control the CPC and the Significant Assets which are to be the subject of the proposed Qualifying Transaction.

"**OBCA**" means the *Business Corporations Act* (Ontario) as amended, including the regulations promulgated thereunder.

"**Optionor Bonus Shares**" means up to $400,000 worth of Resulting Issuer Shares issuable to the L'Or Bai and Chamberlain Vendors. Pursuant to the L'Or Bai and Chamberlain Option Agreement the Resulting Issuer will be required to issue (i) $50,000 worth of Resulting Issuer Shares (up to 333,333 Resulting Issuer Shares at a deemed price of $0.15 per share) to the L'Or Bai Vendors in the event of a discovery of a volcanic-hosted massive sulphide in-situ on the L'Or Bai Property assaying 5% lead-zinc-copper over a true width of greater than two metres, at a price per share equal to the greater of $0.15 and the VWAP of thirty (30) trading days prior to the notice of such discovery, (ii) $50,000 worth of Resulting Issuer Shares (up to 333,333 Resulting Issuer Shares at a deemed price of $0.15 per share) to the Chamberlain Vendors in the event of a discovery of a volcanic-hosted massive sulphide in-situ on the Chamberlain Property assaying 5% lead-zinc-copper over a true width of greater than two metres, at a price per share equal to the greater of $0.15 and the VWAP of thirty (30) trading days prior to the notice of such discovery, (iii) $150,000 worth of Resulting Issuer Shares (up to 1,000,000 Resulting Issuer Shares at a deemed price of $0.15 per share) to the L'Or Bai Vendors upon delineation of a one metric tonne or more mineral deposit consisting of 500,000 tonnes or more of a measured and indicated resource, plus a greater than 500,000 tonne of an inferred resource assaying greater than 5% zinc equivalent of zinc-lead-copper-silver on the L'Or Bai Property, at a price per share equal to the greater of $0.15 and the VWAP of thirty (30) trading days prior to the notice of such delineation, and $150,000 worth of Resulting Issuer Shares (up to 1,000,000 Resulting Issuer Shares at a deemed price of $0.15 per share) to the Chamberlain Vendors upon delineation of a one metric tonne or more mineral deposit consisting of 500,000 tonnes or more of a measured and indicated resource, plus a greater than 500,000 tonne of an inferred resource assaying greater than 5% zinc equivalent of zinc-lead-copper-silver on the Chamberlain Property, at a price per share equal to the greater of $0.15 and the VWAP of thirty (30) trading days prior to the notice of such delineation.

"**Optionor Future Shares**" means a total of $400,000 worth of Resulting Issuer Shares issuable to the L'Or Bai and Chamberlain Vendors pursuant to contractual obligations in the L'Or Bai and Chamberlain Option Agreement, of which $80,000 worth of Resulting Issuer Shares are issuable on each of the first to fifth anniversaries of the listing of the Resulting Issuer Shares on the Exchange at a value based on the VWAP of thirty (30) trading days prior to each anniversary, subject to a minimum price of $0.15 per share.

"**Person**" means a Company or individual.

"**Policy 2.4**" means Exchange Policy 2.4 – *Capital Pool Companies*.

"**Post-Approval Documents**" mean the documents prescribed as such in Exchange Policy 5.2 – *Changes of Business and Reverse Takeovers*.

"**Private Placement**" means the brokered private placement, through the Agent, by the Resulting Issuer of Units at $0.15 per Unit and FT Units at $0.17 per FT Unit for a minimum of 7,333,333 Private Placement Units for aggregate gross proceeds of no less than $1,100,000 (including at least $450,000 of Units) (the "**Minimum Offering**") and a maximum of 10,000,000 Private Placement Units for aggregate gross proceeds of no less than $1,500,000 (the "**Maximum Offering**").

"**Private Placement Units**" means the Units and FT Units issued by the Resulting Issuer pursuant to the Private Placement.

"**Promoter**" means (a) a Person or Company who, acting alone or in conjunction with one or more other Persons, Companies or a combination thereof, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of an issuer, or (b) a Person or Company who, in connection with the founding, organizing or substantial reorganizing of the business of an issuer, directly or indirectly, receives in consideration of services or property, or both services and property, 10 per cent or more of any class of securities of the issuer or 10 per cent or more of the proceeds from the sale of any class of securities of a particular issue, but a Person or Company who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter with the meaning of this definition if such Person or Company does not otherwise take part in founding, organizing, or substantially reorganizing the business.

"**Qualifying Transaction**" means a transaction where a CPC acquires Significant Assets other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means.

"**Related Party Transaction**" has the meaning ascribed to that term under Appendix 5B – OSC Rule 61-501, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm's Length Parties, or other circumstances exist which may compromise the independence of the issuer with respect to the transaction.

"**Resulting Issuer**" means Gideon after giving effect to the Amalgamation.

"**Resulting Issuer Shares**" means the common shares of Gideon after giving effect to the Amalgamation.

"**Significant Assets**" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the Exchange.

"**Tax Act**" means the *Income Tax Act (Canada)* as amended, including the regulations promulgated thereunder.

"**Technical Report**" means the technical report prepared for Bathurst and Gideon dated July 11, 2013 entitled "Gloucester Project, Bathurst Mining Camp, New Brunswick, Canada" prepared by Sears, Barry & Associates Limited.

"**Units**" means the units issued by the Resulting Issuer pursuant to the Private Placement, at a price of $0.15 per Unit. Each Unit entitling the holder thereof to acquire one Resulting Issuer Share and one Warrant.

"**U.S.**" means the United States of America.

"**Vienneau Option Agreement**" means the arm's length option agreement dated April 29, 2013 between Bathurst and Kevin Vienneau whereby Bathurst obtained the option to acquire a 100% interest in various claim units located on the Vienneau Property.

"**Vienneau Property**" means the 8 claim units located on 176 hectares of the Gloucester Project subject to the Vienneau Option Agreement.

"**VWAP**" means volume weighted average price.

"**Warrant**" means the common share purchase warrants of the Resulting Issuer underlying the Units and the FT Units with each Warrant entitling the holder thereof to acquire one Resulting Issuer Share at a price of $0.30 for a period of 24 months from the date of issue.

SUMMARY OF FILING STATEMENT

The following is a summary of information relating to Gideon, Bathurst and the Resulting Issuer (assuming completion of the Amalgamation) and is qualified in its entirety by the more detailed information and financial data and statements contained elsewhere in this Filing Statement. Reference is made to the Definitions for the definitions of certain abbreviations and terms used in this Filing Statement and in this summary.

This Filing Statement is being prepared in accordance with Policy 2.4 and Exchange Form 3B2 – *Information Required in a Filing Statement for a Qualifying Transaction* in connection with the Amalgamation.

The Amalgamation will constitute Gideon's Qualifying Transaction.

The Companies

Gideon

Gideon was incorporated pursuant to the provisions of the OBCA on June 15, 2011 and completed its initial public offering as a CPC on February 1, 2012. The Gideon Shares are listed on the Exchange under the trading symbol "GOL.P". On July 15, 2013 trading of the Gideon Shares was halted and on July 16, 2013 Gideon issued a press release announcing and providing details of the Amalgamation. The Gideon Shares remain halted as of the date of this Filing Statement.

As a CPC, Gideon's business has been to identify and evaluate opportunities for the acquisition of an interest in one or more assets or businesses with a view to completing a Qualifying Transaction and Gideon will not carry on any other business prior to such completion.

As of the close of trading on February 24, 2012, the last day a trade of Gideon was made prior to the date trading was halted due to the announcement of the Amalgamation, the price per Gideon Share was $0.20.

Bathurst

Bathurst was incorporated pursuant to the provisions of the OBCA on April 5, 2013.

Bathurst is a mining exploration company with an option on certain volcanic-hosted massive sulphides properties in the Province of New Brunswick. Bathurst's principal project is the Gloucester Project.

Bathurst is not a reporting issuer in any jurisdiction and the Bathurst Shares are not listed or posted for trading on any stock exchange. No public market exists for the Bathurst Shares. Bathurst has no subsidiaries or Affiliates.

The Amalgamation

Pursuant to the Letter Agreement, Gideon and Bathurst agreed to combine their businesses. They subsequently agreed that the most effective means of achieving such goal was to complete a triangular amalgamation.

The amalgamation effectively provides for the acquisition of all of the outstanding equity interests of Bathurst by Gideon, indirectly through the Amalgamation Entity (a wholly owned Ontario incorporated subsidiary of Gideon) in a transaction in which Bathurst Shareholders will receive Gideon Shares and, if applicable, convertible securities of Gideon. As a result of the amalgamation of Amalgamation Entity and Bathurst, Gideon will become the sole beneficial owner of all of the outstanding shares of Amalgamated Corporation.

Pursuant to the Amalgamation Agreement between Gideon, Bathurst and the Amalgamated Entity, upon completion of the Amalgamation every one (1) Bathurst Share held by Bathurst Shareholders, who have not validly exercised their dissent rights, will be exchanged for one (1) Resulting Issuer Share.

The Amalgamation will result in Gideon issuing an aggregate of 15,000,000 Resulting Issuer Shares to the Bathurst Shareholders, up to 10,000,000 Resulting Issuer Shares to purchasers in connection with the Private Placement and 533,332 Resulting Issuer Shares pursuant to Bathurst's obligations under the L'Or Bai and Chamberlain Option Agreement. Following completion of the Amalgamation (assuming the Maximum Offering is achieved), 38,033,332 Resulting Issuer Shares will be outstanding, without giving effect to:

(i) options to purchase 350,000 Resulting Issuer Shares pursuant to the Gideon Options;

(ii) broker warrants to purchase 250,000 Resulting Issuer Shares pursuant to the Gideon Broker Warrants;

(iii) warrants to purchase up to 10,000,000 Resulting Issuer Shares pursuant to the Private Placement;

(iv) broker warrants to purchase up to 560,000 Resulting Issuer Shares as a result of the Broker's Warrants issued pursuant to the Private Placement;

(v) contractual obligations pursuant to the L'Or Bai and Chamberlain Option Agreement to issue up to 2,666,660 Optionor Future Shares to the L'Or Bai and Chamberlain Vendors. Pursuant to the L'Or Bai and Chamberlain Option Agreement the Resulting Issuer will be required to issue $80,000 worth of Resulting Issuer Shares (up to 533,332 Resulting Issuer Shares at a deemed price of $0.15 per share) to the L'Or Bai and Chamberlain Vendors, on each of the first to fifth anniversaries of the listing of the Resulting Issuer Shares on the Exchange, at a price per share equal to the greater of $0.15 or the VWAP of thirty (30) trading days prior to each anniversary;

(vi) contractual obligations pursuant to the L'Or Bai and Chamberlain Option Agreement to issue up to 333,333 Optionor Bonus Shares to the L'Or Bai Vendors. Pursuant to the L'Or Bai and Chamberlain Option Agreement the Resulting Issuer will be required to issue $50,000 worth of Resulting Issuer Shares (up to 333,333 Resulting Issuer Shares at a deemed price of $0.15 per share) to the L'Or Bai Vendors in the event of a discovery of a volcanic-hosted massive sulphide in-situ on the L'Or Bai Property assaying 5% lead-zinc-copper over a true width of greater than two metres, at a price per share equal to the greater of $0.15 and the VWAP of thirty (30) trading days prior to the notice of such discovery;

(vii) contractual obligations pursuant to the L'Or Bai and Chamberlain Option Agreement to issue up to 333,333 Optionor Bonus Shares to the Chamberlain Vendors. Pursuant to the L'Or Bai and Chamberlain Option Agreement the Resulting Issuer will be required to issue $50,000 worth of Resulting Issuer Shares (up to 333,333 Resulting Issuer Shares at a deemed price of $0.15 per share) to the Chamberlain Vendors in the event of a discovery of a volcanic-hosted massive sulphide in-situ on the Chamberlain Property assaying 5% lead-zinc-copper over a true width of greater than two metres, at a price per share equal to the greater of $0.15 and the VWAP of thirty (30) trading days prior to the notice of such discovery;

(viii) contractual obligations pursuant to the L'Or Bai and Chamberlain Option Agreement to issue up to 1,000,000 Optionor Bonus Shares to the L'Or Bai Vendors. Pursuant to the L'Or Bai and Chamberlain Option Agreement the Resulting Issuer will be required to issue $150,000 worth of Resulting Issuer Shares (up to 1,000,000 Resulting Issuer Shares at a deemed price of $0.15 per share) to the L'Or Bai Vendors upon delineation of a one metric tonne or more mineral deposit consisting of 500,000 tonnes or more of a measured and indicated resource, plus a greater than 500,000 tonne of an inferred resource assaying greater than 5% zinc equivalent of zinc-lead-copper-silver on the L'Or Bai Property, at a price per share equal to the greater of $0.15 and the VWAP of thirty (30) trading days prior to the notice of such delineation; and

(ix) contractual obligations pursuant to the L'Or Bai and Chamberlain Option Agreement to issue up to 1,000,000 Optionor Bonus Shares to the Chamberlain Vendors. Pursuant to the L'Or Bai and Chamberlain Option Agreement the Resulting Issuer will be required to issue $150,000 worth of Resulting Issuer Shares (up to 1,000,000 Resulting Issuer Shares at a deemed price of $0.15 per share) to the Chamberlain Vendors upon delineation of a one metric tonne or more mineral deposit consisting of 500,000 tonnes or more of a measured and indicated resource, plus a greater than 500,000 tonne of an inferred resource assaying greater than 5% zinc equivalent of zinc-lead-copper-silver on the Chamberlain Property, at a price per share equal to the greater of $0.15 and the VWAP of thirty (30) trading days prior to the notice of such delineation.

Assuming the Maximum Offering is achieved, the former Bathurst Shareholders will own approximately 39.44% of the Resulting Issuer Shares, current Gideon Shareholders will hold approximately 32.87% of the Resulting Issuer Shares, purchasers under the Private Placement will hold approximately 26.29% of the Resulting Issuer Shares and the L'Or Bai and Chamberlain Vendors will hold approximately 1.40% of the Resulting Issuer Shares, pursuant to the L'Or Bai and Chamberlain Option Agreement. Accordingly, the Amalgamation will constitute a reverse takeover of Gideon, as defined by Exchange Policy 5.2 – *Changes of Business and Reverse Take-Overs*. Completion of the Amalgamation is conditional upon all necessary regulatory approvals, including the approval of the Exchange, and other conditions which are typical for a business combination transaction of this type.

Conditional Approval of Exchange

Gideon has received conditional approval from the Exchange for the Amalgamation to constitute Gideon's Qualifying Transaction, subject to Gideon fulfilling all the requirements of the Exchange on or before February 22, 2013.

The Exchange has exempted the Amalgamation from the Exchange's sponsorship requirements on the basis set out in section 3.4(a)(i) of Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

Arm's Length Qualifying Transaction

The Amalgamation is not a non-arm's length qualifying transaction ("**Non-Arm's Length Qualifying Transaction**") under the policies of the Exchange and is not a "related party transaction" (as such term is defined in the Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*). As a result, a meeting of Gideon Shareholders is not required as a condition to the completion of the Amalgamation.

Private Placement

In conjunction with the Amalgamation, the Resulting Issuer is completing the Private Placement, which consists of a brokered private placement, through the Agent, of a minimum of 7,333,333 Private Placement Units (including at least $450,000 of Units) and a maximum of 10,000,000 Private Placement Units at a price of $0.15 per Unit and $0.17 per FT Unit, for aggregate gross proceeds of up to $1,500,000.

In connection with the Private Placement, the Agent is entitled to a cash commission equal to 8% of the aggregate gross proceeds from the sale of the Units to subscribers that they introduce to Gideon and Bathurst, and Broker Warrants equal to 8% of the number of Private Placement Units purchased by such subscribers.

Resulting Issuer

Following completion of the Amalgamation, Bathurst will be a wholly owned subsidiary of the Resulting Issuer.

The Resulting Issuer will be engaged in the business of Bathurst as described in this Filing Statement. See "*Information Concerning Bathurst*".

The board of directors of Gideon is currently comprised of Giuseppe Morra, Richard A. Meloff, Bill G. Calsbeck and Rick Rogers. The board of directors of the Resulting Issuer is expected to be comprised of the following five (5) persons: Raniero Corsini, Carl Di Placido, Raymond Mongeau, Philip Kelly and Rick Rogers.

The management team of the Resulting Issuer is expected to be comprised of the following individuals: Raniero Corsini (Chief Executive Officer) and Chris Carmichael (Chief Financial Officer and Corporate Secretary).

Insiders of Gideon

The interest of the Insiders of Gideon before and after the Amalgamation is as follows:

Insider, Promoter or Control Person (including Associates and Affiliates)	Number and Percentage of Gideon Shares prior to the Private Placement and Amalgamation (1)	Number and Percentage of Resulting Issuer Shares upon completion of the Private Placement and Amalgamation (assuming completion of the Minimum Offering)	Number and Percentage of Resulting Issuer Shares upon completion of the Private Placement and Amalgamation (assuming completion of the Maximum Offering)
Giuseppe Morra	8,000,000 (64.0%)	8,000,000 (22.62%)	8,000,000 (21.03%)
Laura C. Young	100,000 (0.8%)	100,000 (0.28%)	100,000 (0.26%)
Bill G. Calsbeck	100,000 (0.8%)	100,000 (0.28%)	100,000 (0.26%)
Richard A. Meloff	100,000 (0.8%)	100,000 (0.28%)	100,000 (0.26%)
Rick Rogers	1,500,000 (12.0%)	1,500,000 (4.24%)	1,500,000 (3.94%)

Notes:
(1) On a non-diluted basis.

Selected Pro Forma Consolidated Financial Information

The following table contains certain financial information regarding the Resulting Issuer once the Amalgamation and the Private Placement have occurred. This table should be read in conjunction with the unaudited pro forma consolidated balance sheet of the Resulting Issuer included in this Filing Statement as Appendix E.

Pro Forma Consolidated Balance Sheet

	Unaudited Pro Forma Balance Sheet (Assuming completion of the Minimum offering)	Unaudited Pro Forma Balance Sheet (Assuming completion of the Maximum offering)
Total assets	$1,541,684	$1,541,684
Total long and short term liabilities	$90,475	$90,475
Cash dividends declared	$Nil	$Nil

Available Funds and Principal Purposes

Upon completion of the Amalgamation and the receipt of the proceeds to be raised from the Private Placement, the Resulting Issuer is expected to have approximately $1,266,925 in initial pro forma working capital in the event the Minimum Offering is achieved and $1,634,925 in initial pro forma working capital in the event the Maximum Offering is achieved. The principal purposes of those funds, after giving effect to the Amalgamation, will be used to complete the exploration program as detailed in the Technical Report. For additional information, see "*Information Concerning the Resulting Issuer - Available Funds and Principal Purposes*".

Conflicts of Interest

Some of the individuals proposed for appointment as directors or officers of the Resulting Issuer upon the closing of the Amalgamation are also directors, officers and/or promoters of other reporting and non-reporting issuers. To the knowledge of the directors and officers of Gideon and Bathurst, there are no existing conflicts of interest between the Resulting Issuer and any of the individuals proposed for appointment as directors or officers upon completion of the Amalgamation, as of the date of this Filing Statement.

Summary of Risk Factors

AN INVESTMENT IN SECURITIES OF GIDEON AND, FOLLOWING THE COMPLETION OF THE AMALGAMATION, THE RESULTING ISSUER, IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK AND SHOULD ONLY BE MADE BY INVESTORS WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT.

An investment in a mineral exploration company involves a significant degree of risk, including risks related to cash flow and liquidity, the ongoing need for financing, a volatile stock price, operational risks and costs, regulatory matters and environmental legislation, risks related to property contracts, regulatory and permitting delays, risks related to integrating Gideon and Bathurst, fluctuation of key indicators such as the price of gold and interest and exchange rates, mineral exploration industry risk, and competition for key personnel. Shareholders of Gideon should consider that Gideon may not realize the anticipated benefits of the Amalgamation. For a comprehensive discussion of the risk factors relating to the Resulting Issuer, see "*Information Concerning the Resulting Issuer - Risk Factors*".

PART I - INFORMATION CONCERNING GIDEON

Corporate Structure

Name and Incorporation

Gideon was incorporated under the name "Gideon Capital Corp." pursuant to the OBCA on June 15, 2011. Gideon is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario. The Gideon Shares are listed and posted for trading on the Exchange under the trading symbol "GOL.P".

Gideon's registered and head office is located at 36 Lombard Street, Suite 700, Toronto, Ontario, Canada, M5C 2X3.

General Development of the Business

History

Gideon's business is focused on identifying and evaluating businesses and assets with a view to completing a Qualifying Transaction. To date, Gideon has not commenced commercial operations and has no assets other than cash, cash equivalents and accrued receivables.

In October 2011, Gideon issued 10,000,000 Gideon Shares to certain of its founders at a price of $0.05 per share for gross proceeds of $500,000, all of which were placed in escrow in accordance with the policies of the Exchange and the CPC Escrow Agreement. On January 27, 2012, Gideon completed the Gideon IPO and on February 3, 2012 the Gideon Shares were listed for trading on the Exchange under the symbol "GOL.P".

On March 2, 2012, Gideon entered into an agreement in principle with Monterra S.A. ("**Monterra**") and its shareholders to complete a Qualifying Transaction by way of a triangular amalgamation. The transaction would have constituted Gideon's Qualifying Transaction under the policies of the Exchange. As the conditions for completion of the transaction were not meet, on May 7, 2013, Gideon announced the termination of the proposed Qualifying Transaction.

As part of the proposed Qualifying Transaction, Gideon advanced to Monterra (i) $25,000 on March 31, 2012 as an unsecured loan which matured on March 31, 2013, and (ii) $225,000 on May 1, 2012 as a secured loan which matured on May 31, 2013. On August 12, 2013, Gideon announced that it had entered into an agreement with Monterra for the conversion of its previously announced loans to Monterra. The agreement calls for the conversion of the loans plus accrued interest, and $100,000 of expenses incurred by Gideon in connection with the proposed Qualifying Transaction, into an aggregate of 7,520,948 common shares of Monterra. The 7,520,948 common shares of Monterra were issued to Gideon effective July 31, 2013.

On July 16, 2013, Gideon announced the Letter Agreement with Bathurst.

Gideon is a CPC pursuant to the policies of the Exchange and to date has not carried on any operations. The principal business of Gideon has been to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction whereby it acquires Significant Assets other than cash, by way of purchase, merger or arrangement with another company or by other means and once identified and evaluated, to negotiate an acquisition or participation subject to acceptance for filing by the Exchange. Gideon does not have business operations or assets other than cash, and currently has no written or oral agreements in principle for the acquisition of an asset or business other than the Letter Agreement.

Financing

See *"The Transaction – Private Placement"*.

Selected Consolidated Financial Information and Management's Discussion and Analysis

Information from Inception

A summary of selected financial information of Gideon for the financial years ended March 31, 2012 and 2013, and for the three month period ended June 30, 2013, is as follows:

	Three months ended June 30, 2013	Year ended March 31, 2013	Year ended March 31, 2012
Total Expenses	$25,727	$281,009	$272,228
Amounts deferred in connection with the Amalgamation	$Nil	$Nil	$Nil

For the financial year ended March 31, 2013, Gideon reported no discontinued operations and declared no cash dividends.

A copy of the financial statements of Gideon for the years ended March 31, 2013 and 2012, and for the three month period ended June 30, 2013, are included in Appendix "A" to this Filing Statement.

Management's Discussion and Analysis

Gideon's management discussion and analysis for the year ended March 31, 2013 and for the period from June 15, 2011 (the date of incorporation) to March 31, 2012 are included in Appendix "B" to this Filing Statement.

Description of Securities

Common Shares

Gideon is authorized to issue an unlimited number of common shares without par value (previously defined as the "**Gideon Shares**"). As at the date hereof, 12,500,000 Gideon Shares are issued and outstanding and a further 350,000 Gideon Shares are reserved for issuance pursuant to the Gideon Options. Each Gideon Share ranks equally with all other common shares with respect to distribution of assets upon dissolution, liquidation or winding-up of Gideon and payment of dividends. The holders of Gideon Shares are entitled to one vote for each share on all matters to be voted on by such holders and are entitled to receive pro rata such dividends as may be declared by the directors of Gideon. The holders of Gideon Shares have no pre emptive or conversion rights. The rights attaching to the Gideon Shares can only be modified by the affirmative vote of at least two-thirds of the votes cast at a meeting of shareholders called for that purpose.

Stock Option Plan and Options Granted

Gideon has an incentive stock option plan (previously defined as the "**Gideon Option Plan**") that provides that the board of directors of Gideon may from time to time, in its discretion and in accordance with Exchange requirements, grant to directors, officers and employees of the Corporation as well as Management Company Employees and Consultants (as such terms are defined in the Exchange's Corporate Finance Manual Policy 4.4 as amended from time to time), non-transferable options to purchase Gideon Shares, provided that the number of Gideon Shares reserved for issuance will not exceed 10% of the total issued and outstanding Gideon Shares, exercisable for a period of up to ten (10) years from the date of the grant. The number of Gideon Shares reserved for issuance to any individual director or officer of Gideon will not exceed 5% of the issued and outstanding Gideon Shares (2% in the case of all optionees providing investor relations services to Gideon and 2% in the case of all Consultants of Gideon in any 12 month period). The exercise price of any option granted pursuant to the Gideon Option Plan shall be determined by the board of directors when granted, but shall not be less than the Discounted Market Price (as such term is defined by the Exchange). Notwithstanding the foregoing, until Completion of the Qualifying Transaction the exercise price shall not be less than the greater of $0.10 and the Discounted Market Price. The options granted pursuant to the Gideon Option Plan are non-transferable, except by means of a will or pursuant to the laws of descent and distribution.

If the tenure of a director or officer or the employment of an employee of Gideon is terminated for cause, no option held by such optionee may be exercised following the date upon which termination occurred. If termination occurs for any reason other than cause, then any option held by such optionee, shall be exercisable, in whole or in part, for a period not later than one (1) year thereafter or prior to the expiry date of the option, whichever is sooner, or such shorter period of time as may be determined by the directors when the option is granted.

Any Gideon Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

As of the date hereof, options to acquire 350,000 Gideon Shares are outstanding, as follows:

Name of Optionee	Number of Gideon Shares Reserved Under Option	Exercise Price	Expiry Date
Richard A. Meloff	150,000	$0.10	January 27, 2022
Bill G. Calsbeck	150,000	$0.10	January 27, 2022
Laura C. Young	50,000	$0.10	January 27, 2022

Prior Sales

Since the date of incorporation (June 15, 2011) of Gideon, 12,500,000 Gideon Shares have been issued as follows:

Date Issued	Number of Common Shares	Issue Price Per Common Share	Aggregate Issue Price	Nature of Consideration
October 24 and 25, 2011	10,000,000[(1)]	$0.05	$500,000	Cash
January 27, 2012	2,500,000[(2)]	$0.10	$250,000	Cash
	12,500,000		**$750,000**	

Notes:

(1) Currently held in escrow pursuant to the CPC Escrow Agreements. See *"Information Concerning the Resulting Issuer – Escrowed Securities"*.

(2) Issued in connection with the Gideon IPO.

Stock Exchange Price

The Gideon Shares have been listed and posted for trading on the Exchange since February 3, 2012. The following table sets out trading information for the Gideon Shares for the periods indicated as reported by the Exchange.

Period	High	Low	Trading Volume
February 1, 2012 to May 31, 2012[(1)]	$0.200	$0.150	79,000
June 1, 2012 to August 31, 2012	N/A	N/A	Nil
September 1, 2012 to November 30, 2012	N/A	N/A	Nil
December 1, 2012 to February 28, 2013	N/A	N/A	Nil
March 1, 2013 to May 31, 2013[(2)]	N/A	N/A	Nil
June 1, 2013 to July 15, 2013[(3)]	N/A	N/A	Nil

Notes:

(1) A previous potential Qualifying Transaction with Monterra was announced March 2, 2012 at which time trading of the Gideon Shares on the Exchange was halted. See *"Information Concerning Gideon - General Development of the Business"*.

(2) On May 7, 2013, Gideon announced the termination of the proposed Qualifying Transaction with Monterra. The Gideon Shares resumed trading on May 9, 2013.

(3) The Gideon Shares were halted from trading on July 15, 2013 pending the announcement of the Amalgamation.

Non-Arm's Length Qualifying Transaction

The Amalgamation, if completed, will not be a Non-Arm's Length Qualifying Transaction.

Legal Proceedings

There are no legal proceedings to which Gideon is, or has been, a party or of which any of its property is, or has been, the subject matter. Additionally, to the reasonable knowledge of the management of Gideon, there are no such proceedings contemplated.

Auditor, Transfer Agents and Registrars

Auditor

The auditors of Gideon are Schwartz Levitsky Feldman LLP, 2300 Yonge Street, Suite 1500, Toronto, Ontario, M4P 1E4.

Transfer Agent and Registrar

Gideon's transfer agent and registrar is Computershare Investor Services Inc., at its Vancouver, British Columbia office located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9.

Material Contracts

Gideon has not entered into any material contracts, except in the ordinary course, other than:

(a) CPC Escrow Agreement dated the 1st day of December, 2011 between Gideon, Computershare, Giuseppe Morra, Martin J. Doane, Bill G. Calsbeck, Richard A. Meloff and Laura C. Young (see "*Information Concerning the Resulting Issuer - Escrowed Securities*").

(b) Agency Agreement dated the 1st day of December, 2011, between Gideon and Raymond James Ltd. in connection with the Gideon IPO.

(c) Transfer Agency, Registrar and Dividend Disbursement Agent Agreement dated the 1st day of December, 2011, between Gideon and Computershare.

(d) Acquisition Agreement dated the 28th day of March, 2013 between Monterra and several other creditors including Gideon.

(e) Letter Agreement.

(f) Engagement Letter dated the 31st day of July, 2013, between Bathurst, Gideon and the Agent, in connection with the Private Placement.

(g) Debt Re-Structuring Agreement dated the 31st day of July, 2013 between Monterra and several other creditors including Gideon.

(h) Liability Re-Structuring Agreement dated the 31st day of July, 2013 between Monterra and several other creditors including Gideon.

(i) Amalgamation Agreement.

A copy of the foregoing agreements will be available for inspection at the offices of McMillan LLP, Brookfield Place, 181 Bay Street, Suite 4400, Toronto, Ontario M5J 2T3, at any time during ordinary business hours until the completion of the Amalgamation and for a period of 30 days thereafter.

PART II - INFORMATION CONCERNING BATHURST

Corporate Structure

Name and Incorporation

Bathurst was incorporated under the name "Bathurst Resources Corp." on April 5, 2013 pursuant to the OBCA. Bathurst is not a reporting issuer in any jurisdiction and the Bathurst Shares are not listed or posted for trading on any stock exchange. No public market exists for the Bathurst Shares.

Bathurst has its registered and head office located at 55 York Street, Suite 201, Toronto, Ontario M5J 1R7.

Intercorporate Relationships

Bathurst has no subsidiaries or affiliates.

General Development of the Business

History

Bathurst is a junior mining exploration and development company with an option on certain volcanic-hosted massive sulphides properties in the Province of New Brunswick, Canada.

Since its incorporation, Bathurst has entered into two option agreements (the L'Or Bai and Chamberlain Option Agreement and the Vienneau Option Agreement) with arm's length parties in respect of various claim units located in Gloucester County, Northern New Brunswick, Canada. Collectively, the option agreements grant Bathurst the option of acquiring a 100% interest in the three properties that make up the Gloucester Project in Gloucester County: (i) the L'Or Bai Property, (ii) the Chamberlain Property, and (iii) the Vienneau Property. See *"Information Concerning Bathurst – General Development of the Business – Significant Acquisitions and Dispositions*".

Significant Acquisitions and Dispositions

On July 3, 2013, Bathurst entered into the L'Or Bai and Chamberlain Option Agreement with the L'Or Bai and Chamberlain Vendors. Pursuant to the L'Or Bai and Chamberlain Option Agreement, Bathurst was granted the option to acquire a 100% interest (subject to a 2% net smelter return royalty on each of the L'Or Bai and Chamberlain Properties in favour of the L'Or Bai and Chamberlain Vendors) in various claim units located on the Gloucester Project in Gloucester County, Northern New Brunswick, Canada. The L'Or Bai and Chamberlain Option Agreement requires Bathurst to list a newly incorporated company on the Exchange and to make the following expenditures: (i) $75,000 on or before the completion of the listing of the newly incorporated company on the Exchange, (ii) $2,000,000 prior to the third anniversary of the listing of the newly incorporated company on the Exchange, and (iii) $1,000,000 prior to the fifth anniversary of the listing of the newly incorporated company on the Exchange. Additionally, pursuant to the terms of the L'Or Bai and Chamberlain Option Agreement, Bathurst is required to make the following payments and issue the following shares to the L'Or Bai and Chamberlain Vendors, on a pro-rata basis: (i) $290,000 payment over a five year period ($50,000 of which has been paid as of the date of this Filing Statement), (ii) $80,000 worth of common shares (namely, 533,332 Resulting Issuer Shares) on the date of listing of the Resulting Issuer Shares on the Exchange, (iii) the issuance of the Optionor Future Shares, (iv) $30,000 payment on an annual basis after April 7, 2019 (the sixth year from the date of the L'Or Bai and Chamberlain Option Agreement) until the delivery of a positive feasibility study, and (v) $60,000 payment on an annual basis upon the delivery of the Positive Feasibility Study until the first anniversary following commercial production. In accordance with the terms of the L'Or Bai and Chamberlain Option Agreement, Bathurst is also required to make the following bonus payments and issue the following bonus shares to the L'Or Bai and Chamberlain Vendors on a pro-rata basis: (i) $50,000 payment, upon the discovery of a volcanic-hosted massive sulphides with specific dimensions, (ii) $250,000, upon delineation of a 1 Mt or more mineral deposit with certain properties and dimensions, and (iii) the issuance of the Optionor Bonus Shares.

On April 29, 2013, Bathurst entered into the Vienneau Option Agreement with Kevin Vienneau. Pursuant to the Vienneau Option Agreement, Bathurst was granted the option to acquire a 100% interest (subject to a 3% net smelter return royalty on the Vienneau Property in favour of Kevin Vienneau) in various claim units located on the Gloucester Project in Gloucester County, Northern New Brunswick, Canada. The Vienneau Option Agreement requires Bathurst to make the following payments: (i) $10,000 upon signing the option agreement (this has already been paid as of the date of this Filing Statement), (ii) $15,000 on April 29, 2014 (the first anniversary of the Vienneau Option Agreement), and (iii) $25,000 on April 29, 2015 (the second anniversary of the Vienneau Option Agreement). The Vienneau Option Agreement also requires Bathurst to make the following expenditures: (i) $10,000 on or before April 29, 2014 (the first anniversary of the Vienneau Option Agreement), (ii) $10,000 on or before April 29, 2015 (the second anniversary of the Vienneau Option Agreement), and (iii) $30,000 on or before April 29, 2016 (the third anniversary of the Vienneau Option Agreement. Until all of the foregoing payments and expenditures are made, no interest in the Vienneau Property is earned.

The disclosure below has been taken directly from the Technical Report. The Technical Report conforms to NI 43-101. The authors of the Technical Report visited the Gloucester Project on May 15, 2013, May 16, 2013 and May 17, 2013.

Note that not all figures referenced in the following summary are included in this Filing Statement but are included in the Technical Report. A complete copy of the Technical Report is available for review, in colour on the System for Electronic Document Analysis and Retrieval (SEDAR) located at the following website: www.sedar.com. Alternatively, the Technical Report may be inspected during normal business hours at the offices of McMillan LLP, Brookfield Place, 181 Bay Street, Suite 4400, Toronto, Ontario M5J 2T3 for a period of thirty (30) days following completion of the Amalgamation.

Description of Property and Location

Property Location

The Gloucester Project is located in Gloucester County, Northern New Brunswick, Canada approximately 17 km west of the city of Bathurst. Bathurst is situated on Canada's Atlantic Seaboard on the northeastern coast of New Brunswick. It is centered at 280,650E and 5,278,150N (UTM: NAD 83, Zone 20N). The western boundary of the Project lies along the eastern boundary of NAD 83, Zone 19N to the west. See Figures 1 and 2 and Table 1.

Table 1 Gloucester Project Centroid Coordinates

Gloucester Project Centroid Coordinates		
Coordinate System	**Easting**	**Northing**
NAD 1983 Zone 20N (projected)	280,650	5,278,150
WGS 1984 Geographic	--65.93°	47.62°

Land Tenure

The Gloucester Project consists of 15 mining claim blocks composed of 191 claim units. Each claim unit is approximately 22 hectares in size yielding a total of 4,202 hectares. The Gloucester Project is made up of 3 Properties L'Or Bai, Chamberlain and Vienneau. See Figure 3 and Tables 2 - 5.

Mineral rights in New Brunswick are issued by means of map staking. Claim Block corner points are map located on a predefined grid. The predefined grid is set in the New Brunswick Stereographic Projection and for the purposes of this report has been transposed into NAD 83, Zone 20N. These data location points have been incorporated into the Gloucester Project claim boundaries illustrated in the figures in this report. There are no physical ground markers outlining the claim blocks and for practical purposes, field locations are made by use of a GPS. In future, Bathurst may choose to survey and landmark the Gloucester Project boundaries.

Table 2 Gloucester Project Land Holdings

Gloucester Project Land Holdings			
Property	**Number of Claim Blocks**	**Number of Claim Units**	**Area (hectares)**
L'Or Bai	11	123	2706
Chamberlain	3	60	1320
Vienneau	1	8	176
TOTAL	**15**	**191**	**4202**

New Brunswick Mineral Claims must be renewed each year at a cost of $10/claim unit per year. For the Gloucester Project this is an annual cost of $1,910 for the 191 claim units.

Table 3 L'Or Bai Property Claim Data

L'Or Bai Property Claim Data					
Claim Block Number	**Claim Unit ID**	**No. Claim Units**	**Area (hectares)**	**Issue Date**	**Expiry Date**
5252	1323047M-N 1323057I 1323057P	4	88	05-Oct-07	05-Oct-13
5320	1323057E-F 1323057J-O 1323058B-C 1323067I-J 1323067O-P	14	308	11-Dec-07	11-Dec-13
5590	1323037C-D 1323046E-F 1323046K-N 1323047A-D 1323056E-P 1323057A-D	28	616	21-May-09	21-May-14
5591	1323068D-E 1323078A-B 1323078G-J 1323078O-P 1323079A-B	12	264	21-May-09	21-May-14

L'Or Bai Property Claim Data					
Claim Block Number	**Claim Unit ID**	**No. Claim Units**	**Area (hectares)**	**Issue Date**	**Expiry Date**
5592	1323066E-L 1323066O-P 1323067A 1323067H 1323067K-N 1323076G-J 1323067O-P 1323077A-B 1323077G-J 1323077O-P	30	660	21-May-09	21-May-14
5675	1323047E-F 1323057G-H	4	88	10-Nov-09	10-Nov-14
6392	1323056B-D 1323065N-O 1323066A-C	8	176	05-Apr-12	05-Apr-14
6424	1323065L-M 1323066D 1323075I-J 1323075O-P 1323076A-B	9	198	02-May-12	02-May-14
6558	1323058D 1323068A-C 1323068F 1323068K	6	132	20-Sep-12	20-Sep-13
6618	1323047G 1323047J-L 1323047O	5	110	15-Nov-12	15-Nov-13
6619	1323048D 1323048E 1323058A	3	66	15-Nov-12	15-Nov-13
TOTAL		**123**	**2706**		

Table 4 Chamberlain Property Claim Data

Chamberlain Property Claim Data					
Claim Block Number	**Claim Unit ID**	**No. Claim Units**	**Area (hectares)**	**Issue Date**	**Expiry Date**
5789	1323098E-P 1323099A-O 1323100B-F 1323100K 1323100L	34	748	18-Jun-10	18-Jun-14
6428	1323078C-F 1323078K-N 1323088K-P 1323089C-F 1323089K 1323089L	20	440	05-May-12	05-May-14
6429	1323088E-J	6	132	05-May-12	05-May-14
TOTAL		**60**	**1320**		

Table 5 Vienneau Property Claim Data

Vienneau Property Claim Data					
Claim Block Number	**Claim Unit ID**	**Claim Units**	**Area (hectares)**	**Issue Date**	**Expiry Date**
5578	1323066M-N 1323067B-G	8	176	23-Apr-09	23-Apr-14
TOTAL		**8**	**176**		

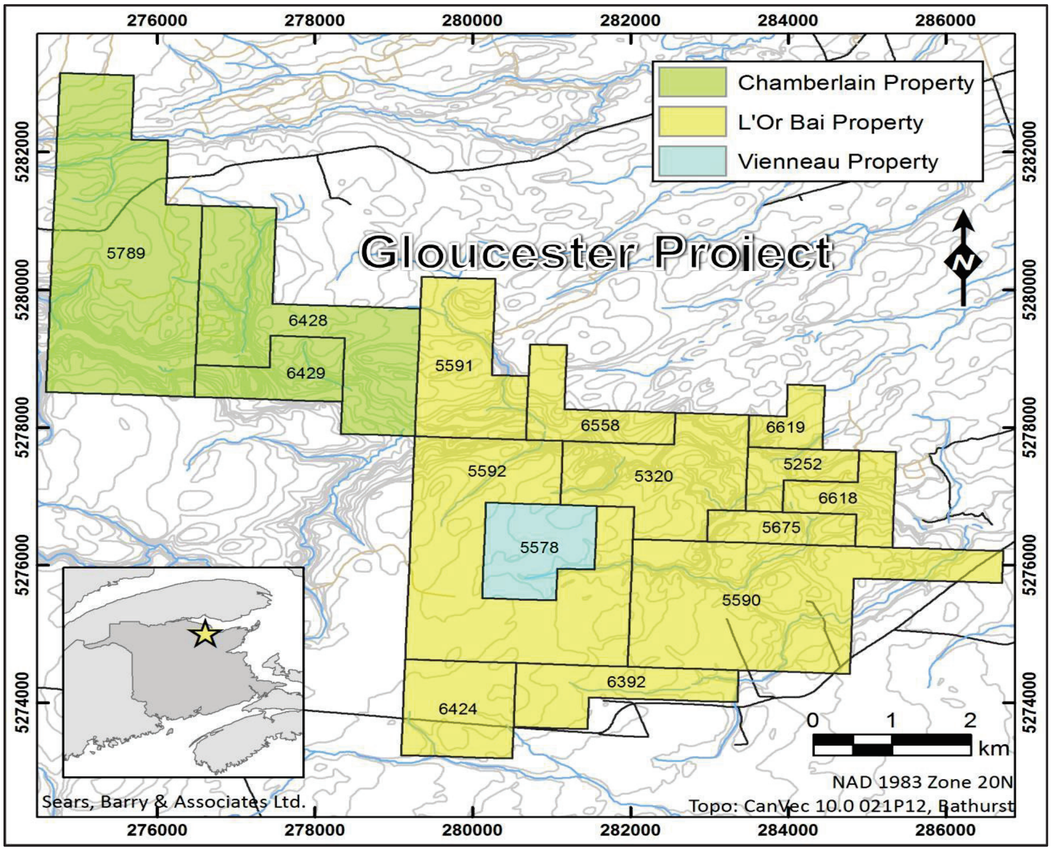

Figure 3 Gloucester Project Claim Map

Annual assessment work is required to be performed and filed on each claim block. Excess credits are banked and automatically applied to the claim block as required. New Brunswick has an escalating system of assessment work requirements as outlined in Table 6.

All of the claims within the Gloucester Project are currently in good standing with the earliest expiry date September 20, 2013.

Table 6 New Brunswick Annual Assessment Requirements

New Brunswick Annual Assessment Requirements	
Year	**Assessment Work Required - per claim unit /per year**
Year 1	$100
Year 2	$150
Year 3	$200
Year 4	$250
Year 5 - 10	$300
Year 11 - 15	$500
Year 16 - 25	$600
Year 26 and over	$800

Royalties

There is a 2% Royalty (Net Smelter Returns) on both the L'Or Bai and Chamberlain Properties and a 3% Royalty on the Vienneau Property held by the property Optionors (see details in Section 4.8). There are no Royalties due to the New Brunswick Government.

Environmental Regulations

In New Brunswick, any trenching, drilling or other work that could potentially contribute to the disturbance or contamination of a watercourse must be performed outside of a 30 m buffer zone from the banks of any watercourse. All lakes, rivers and streams are considered watercourses.

Approximately 3.9% of the Gloucester Project is covered by the Middle River Designated Watershed which is the water supply for Bathurst and Beresford. This occurs on the southern and eastern extremities of the Gloucester Project and special conditions apply for exploration, development and mineral production (Figure 4 and Table 7).

Table 7 Activities Permitted Within Designated Watershed

Activities Permitted Within Designated Watershed			
Activity	**Activities Permitted Within Watercourse**	**Activities Permitted Within Setback Zone***	**Activities Permitted Within the Rest of the Drainage Area**
Surveying, Development and Mineral Production	none	Surveying and sign posting are allowed within the setback zone. ------- Surface mineral exploration is permitted. Underground mineral exploration, development and extraction are all allowed, provided that the activities take place at sufficient depth not to disturb or contaminate any watercourse.	Sand, gravel and similar aggregates can be excavated from surface quarries and crushed, but must be moved beyond the watershed area for further processing such as washing and grading. ------ Base metal mining activities are permitted, provided that all effluents from the mining and mineral processing operations are discharged beyond the designated watershed area.

* A 'Setback Zone' is a 75 m buffer zone from the banks of the watercourse

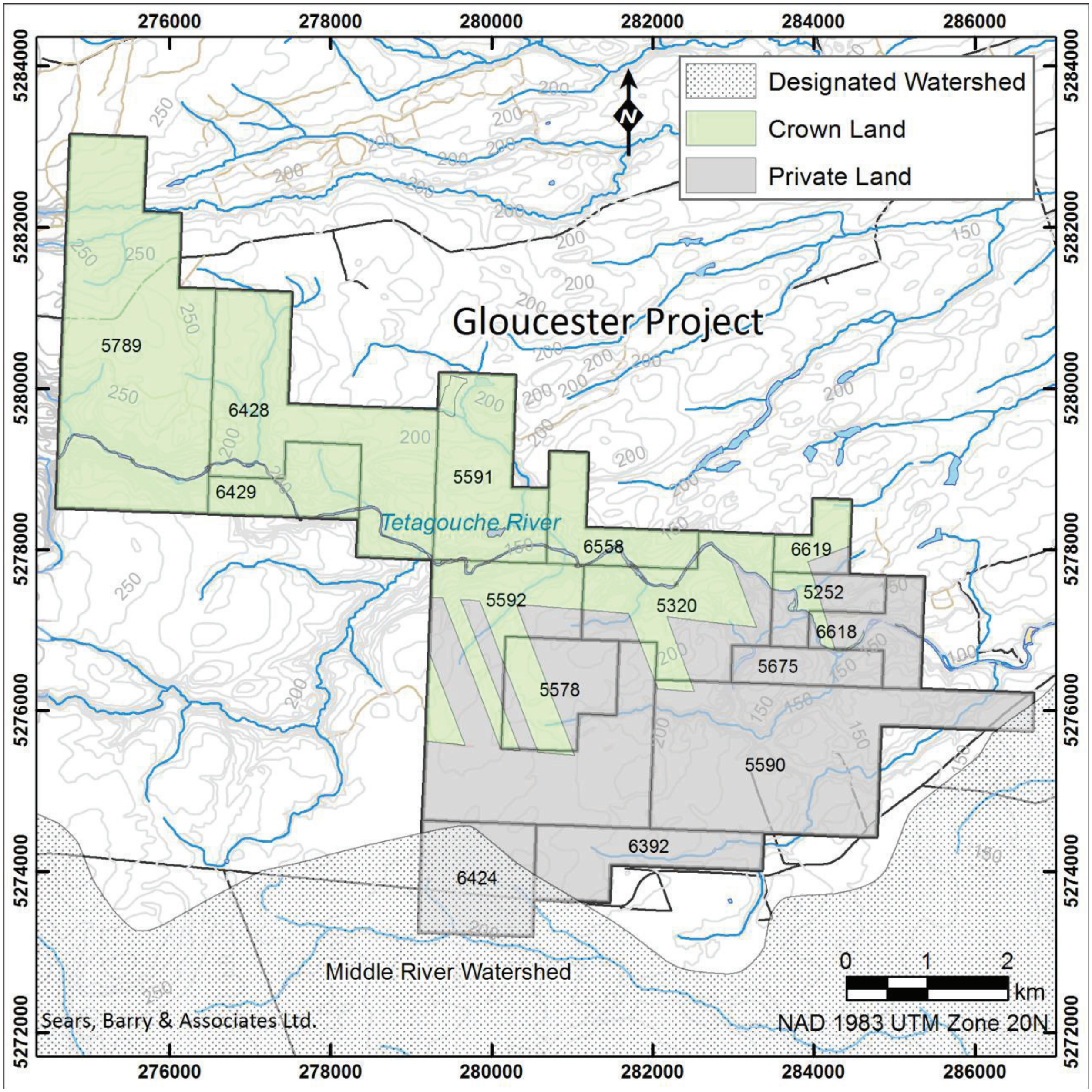

Figure 4 Private Land and Watershed Map

Liabilities

The claims on the Gloucester Project were acquired by the map staking of Crown-owned mineral rights under the regulations of the New Brunswick Minerals and Petroleum Division. Any previously existing liabilities associated with the Crown-owned properties are the responsibility of the Province of New Brunswick. There is no evidence to indicate that there are any liabilities, environmental or otherwise, within the area covered by the Gloucester Project. Apart from the private land and the designated watershed, there are no other land designations that impose restrictions within the Gloucester Project.

Sears, Barry & Associates Limited is not aware of any risk factors that would impact access to, or the ability to perform work on the Gloucester Project.

Security Risks and Political Stability

New Brunswick, as part of Canada has an extremely low risk of terrorism, kidnapping and civil war. It has a long established democratic system of government and its sound legal system is based on the British common law. Mining activities are governed by the modern well-defined New Brunswick Mining Act.

Permits

Under the New Brunswick Mining Act, exploration work that is not destructive, i.e. flagging lines, geological mapping, prospecting, soil sampling and geophysical surveys do not require a work permit. Prior to commencing this type of work on Private Land, the person or company is required to notify the land owners in writing, outlining the type of work that will be carried out. All Private Land owners on the Gloucester Project have been notified in writing of the current work program and there have not been any objections. Private Land accounts for 47% of the Project, all of which occurs on the L'Or Bai and Vienneau Properties (Figure 4).

Work Permits are required before any exploration work commences on Crown or Private Lands that will involve property destruction i.e. line cutting, trenching, drilling etc. The work to date on the Gloucester Project has not required work permits.

Applications for the Work Permits are as follows:

- For work on Private Lands, Form 18, Notice of Planned Work on Private Lands, must be delivered to the property owner and a copy delivered to the Mining Recorder. The means of and date of delivery of the notice to the property owner must be written on the copy. The planned work shall not be commenced until permission has been received from the Mining Recorder and, where required, the planner of the work has met certain conditions with respect to a reclamation program and security.
- For work on Crown Lands, Form 18.1, Notice of Planned Work on Crown Lands, must be delivered to the Mining Recorder. The planned work shall not be commenced until permission to proceed has been received from the Mining Recorder and where required, a reclamation program has been approved by the Minister of Mines in writing and the Mining Recorder has received the required security.

Accessibility

Access to the Gloucester Project is excellent despite being bisected by the Tetagouche River which runs generally east-west through the Project (Figures 2, 3 and 4). The Gloucester Project south of the Tetagouche River can be accessed by travelling Highway 180 west of Bathurst for 17 km. Further access can be gained by a network of secondary and tertiary roads (many of which are old logging roads). Access north of the Tetagouche River is via a secondary paved road, Sormany Road, which runs generally west of Beresford and a network of tertiary roads. Highway 180 and the Sormany Road provide year-round, two-wheel drive access. Some of the tertiary roads are not drivable in winter and during the remainder of the year are only drivable by four-wheel drive vehicle and/or four-wheel All-Terrain Vehicle. The entire Gloucester Project can be accessed by snow machine during the winter months.

Climate

The climate is typical of Northern New Brunswick. Average yearly precipitation in the Gloucester Project area is 1,059 mm. Average winter snowfall for October to May is 314 cm. Field work can be carried out year-round with very few exceptions due to snow storms in winter however mining operations can be carried out year-round. Tables 8 and 9 show the average temperatures and precipitation for Bathurst, New Brunswick. The sampling period for this data covers 30 years. Table 8 source:
http://www.theweathernetwork.com/forecasts/statistics/CL8100503/canb0009
and Table 9 source: http://climate.weatheroffice.gc.ca/Welcome_e.html.

Table 8 Temperature Statistics for Bathurst, New Brunswick

Temperature Statistics for Bathurst, New Brunswick (°C)												
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Average high	-5.8	-4.4	1.4	7.8	15.6	23	24.7	24.3	19.2	11.2	4.1	-1.7
Average low	-16.8	-16.3	-8.4	-1.8	3.9	9.8	13.2	12.3	7.7	1.6	-3.8	-10.4
Average	-11.3	-10.4	-3.5	3	9.7	16.4	19	18.3	13.5	6.4	0.2	-6

Table 9 Precipitation Statistics for Bathurst, New Brunswick

Precipitation Statistics for Bathurst, New Brunswick													
Monthly	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total
Rain (mm)	23.5	10.2	30	57.3	78.5	83.5	99	101.6	71.7	89	65	35.3	**744.4**
Snow (cm)	69	53.1	54.3	33.4	1	0	0	0	0	0.6	30.3	72.5	**314.2**
Total Precipitation (mm)	92.5	63.3	84.3	90.7	79.5	83.5	99	101.6	71.7	89.7	95.3	107.8	**1,058.6**

Local Infrastructure and Resources

Infrastructure in the Gloucester Project area is excellent. The city of Bathurst has a population of 12, 275 as of 2011 and is one of the commercial and service centers for the 220,210 people who live within a two hour drive of the city. The area has four main industries: mining, forestry, commercial fishing and tourism. The immediate area of Bathurst has a good supply of very skilled trades people in the mining industry, many of whom have recently become available due to the recent closure of the GlencoreXstrata Brunswick No. 12 Mine.

The Bathurst region hosts all of the necessary infrastructure to support mining operations as it has been home to large scale mining since 1957; these include a base metal mill, smelter and power generating station described in detail below. There is a deep-water, year-round port of Belledune located in Chaleur Bay on the Atlantic Seaboard, 30 km north of Bathurst, giving business access to major international shipping lanes and a regional airport, 6 km west of Bathurst, serviced by Air Canada and local carriers. Ground transportation links consist of a rail service connected to the North American grid including a siding to the Belledune Port and a network of Highways with direct access to all major cities in eastern Canada and northeastern United States (Figures 1 and 2). Sources: http://www.bathurst.ca and http://www.portofbelledune.ca. There is a sufficient water supply to support mining operations.

Chaleur Regional Hospital is located in Bathurst and serves a population of 100,000. Source: http://fondationchaleur.ca/en/chaleur-regional-hospital.

The excellent infrastructure which includes the facilities of the custom smelter; a fully permitted base metal custom mill and tailings ponds, the Belledune power generating station as well as its close proximity to Atlantic Ocean tidewater will all be beneficial factors in the economic analysis of any potential ore reserves on the Gloucester Project. These are all located within 27 km of the Gloucester Project.

Brunswick Custom Smelter

The Brunswick Smelter is a custom lead-silver-gold-copper smelter located in Belledune, New Brunswick, 27 km north-northeast of the Project and 30 km north of Bathurst (Figure 2). It is owned by GlencoreXstrata plc (GlencoreXstrata). It was established in 1964 to service the GlencoreXstrata (previously Noranda) owned base metal Brunswick Mines however, due to the recent closure of the Brunswick No. 12 Mine it has become a standalone custom smelter. The Brunswick Smelter was originally a lead-zinc facility and was later modified to lead-only with the capability to treat lead-silver concentrates. To accommodate the growth in custom smelting a new blast furnace was added in 1999 and a silver refinery in 2000. In 2012, a vacuum induction retort was installed at a cost of $11 million to allow for better extraction of silver from concentrate (Jacques, 2013). It has established itself as one of the few operating lead smelters that is able to successfully process high silver ores. The smelter also processes a wide variety of recycled materials. It is located on tidewater adjacent to the port of Belledune, Chaleur Bay, Atlantic Ocean.

Bathurst Area Custom Mill

The Brunswick Mill owned by GlencoreXstrata was put under care and maintenance in May 2013 due to the recent closure of its main feed source, the Brunswick No. 12 Mine. The mill processed zinc-lead-copper-silver-gold ore from the GlencoreXstrata (Noranda) owned Brunswick Mines as well as custom ore in later years. This mill and its accompanying tailings ponds are fully permitted. It is expected that this mill will be available for custom milling in the future. The Brunswick Mill is located 12 km south of the Gloucester Project.

New Brunswick Power Generating Station

In 1993 New Brunswick Power opened its $1 billion Thermal Generating Station. The station is located in Belledune adjacent to the Brunswick Smelter. This facility supplies the residential and industrial power needs in the region and would be capable of supplying sufficient power to any new mining operation.

Physiography

The Gloucester Project is located on a glacial peneplain and is characterized by low topographic relief with deep incisions carved by the eastward-flowing Tetagouche River and its tributaries (Figure 4). The Tetagouche River flows into Bathurst Harbour, Chaleur Bay on the Atlantic Ocean. Elevations range from 100 to 270 m above mean sea level. The area is covered by a generally thin but extensive blanket of Pleistocene and Holocene gravels. On the Gloucester Project, the gravels are estimated to range in thickness from <1 m to 10s of metres. Pleistocene glacial transport in the area is eastward. Bedrock is scarce and exposures are often limited to the post-glacial river and stream gorges. The area is covered by typical boreal forest some of which has been logged and is currently in a regrowth stage.

History

Regional Exploration History

The first discovery of massive sulphide mineralization in the Bathurst Mining Camp (BMC) is credited to Joseph Kent, who located volcanic hosted massive sulphide (VMS) boulders in the Armstrong Brook area, a tributary of the Tetagouche River, in 1860 (McCutcheon et al, 2003).

In 1937, an exploration program in search of the source of these boulders led to the discovery of the Orvan Brook deposit, the first VMS deposit in the BMC (MacKenzie, 1958). Previously, in 1907, the Austin Brook Iron deposit (magnetite iron formation) was discovered. This iron formation was later identified as an exhalite zone overlying VMS mineralization that would ultimately become the Brunswick No. 6 VMS deposit (McCutcheon et al, 2003). This deposit was mined for iron between 1911 and 1913 and again from 1942 to1943.

During the period from 1948 to 1951, the BMC was the focus of a joint exploration initiative between the Province of New Brunswick and the Geological Survey of Canada. Included in the program was regional scale geological mapping and an aeromagnetic survey. At the same time, in 1951, a University of New Brunswick graduate student, A.B. Baldwin, recognized base metal mineralization in massive pyrite samples collected from the footwall of one segment of the Austin Brook Iron Formation. The results of these activities attracted a number of exploration companies to the area. In 1952 the M.J. Boyle Prospecting Group discovered the Brunswick No. 6 VMS deposit. This discovery is credited with the beginning of the BMC.

There are 95 significant mineral occurrences and 46 known deposits in the BMC. The 46 deposits include the Orvan Brook deposit and those discovered between 1952 and the last published documentation of mineral occurrences and deposits (McCutcheon and Walker, 2009). These 46 deposits have tonnage estimates made between 1965 and 2008 (McCutcheon and Walker, 2009). Many of these estimates were generated prior to the introduction of NI 43-101 and, although considered accurate at the time they were estimated, may not be NI 43-101 compliant and should not be relied upon.

Forty percent of the known VMS occurrences and or deposits were discovered in the 1950s. This 40% includes 90% of the estimated resources. This figure may be due to the rush of prospectors and exploration companies following the initial 1952 discovery, but may also be related to the near surface locations of these deposits. Despite improved exploration technologies, there has only been an average of 1.5 new discoveries per year in the BMC since 1960.

The first deposit in the BMC to be brought into production was the Heath Steel Mine, an Amax-Inco joint venture, which was commissioned in 1957 (McCutcheon et al, 2003) and saw production from 6 separate zones. This was followed by the Brunswick No. 12 in 1964 and the Brunswick No. 6 in 1966, both initially owned and operated by Brunswick Mining and Smelting, a division of Noranda Mines Ltd. Seven other deposits have achieved modest production, either by using custom milling facilities or by means of onsite leaching plants used for oxide zone precious metal and/or copper mineralization. These include the Captain NE, Caribou, Murray Brook, Restigouche, Wedge, Stratmat and Halfmile Lake deposits. Trevali Mining Corporation (Trevali) commenced test production from their Halfmile Lake deposit in 2012. The ore was transported by truck to the Brunswick No. 12 facilities for custom milling and concentrating. Trevali also owns the Stratmat deposit and has recently acquired the Caribou mine along with its fully permitted treatment plant and tailings ponds and plans full production from the Halfmile Lake deposit in 2014 (Trevali website).

Project Exploration History

Research of the assessment work files of the New Brunswick Department of Natural Resources, Minerals and Petroleum Division indicates that there have been 99 work reports filed within or immediately adjacent to the Gloucester Property between 1953 and 2013. Reports filed with the Department are released to the general public after a 2 year confidentiality period. Of the 87 available reports (12 remain on confidentiality list), many do not include sufficient information to accurately locate where the work was carried out; others are work reports on multiple claim groups in the area, but the work reported upon was not conducted on land that is currently covered by the Gloucester Project; many other reports contain very little information that is of use in evaluating the potential of the Project area i.e. unclear locations of either the property or the work area, as well as no assay results. All of the assessment work files are available by accessing the website of the New Brunswick Department of Natural Resources, Minerals and Petroleum Division at: http://www.gnb.ca/0078/minerals/index-e.aspx.
The relevant work reported within the area covered by the Gloucester Claim Group is summarized below:

> Jacknife Gold Mines, 1953: performed work on the south part of CB 6392, L’Or Bai claims, EM and Mag surveys; 3 DDH which intersected graphite and up to 20% py. No assays reported.
>
> Parbec Mines Ltd. 1954: performed work in the extreme northern, middle L’Or Bai Property; gravity survey (no map); electrical resistivity; results of 4 DDH – intersected black carbonaceous slate, py, tuff, qtz-carbonate stringers and 3 ft feldspar dyke, no assays.

Rothesay Investments, 1954: north of Tetagouche River near boundary between L'Or Bai and Chamberlain groups; geological mapping and soil geochemistry (presumably Ag in ppm), highest value 2, no significant results.

Brunswick Mining & Smelting, 1955: Completed geological mapping and an EM survey of a grid that was partially overlapping the western part of the L'Or Bai property; a "massive sulphide" boulder was discovered approximately 1 km west of the boundary; two drill holes totaling 1,200 feet were drilled to test EM conductors; graphitic schists and quartz veining was intersected, no assays reported.

Conwest Exploration Co., 1956: airborne Mag and EM surveys that cover the northwest portion of CB 5789, detected airborne EM anomalies along Millstream Fault, no reported drilling.

Patrick Foley Claims, 1965: trenching of Mn showing on CB 6658, no assays.

Fundy Bay Copper, 1956: airborne Mag and EM on south part of the Chamberlain property, including claim 6429, 6428 and south part of 5789. One 2 km long linear magnetic high with flanking EM conductor detected as well as other lesser features, no reported drilling.

Fundy Bay Copper, 1958: Chamberlain property, south part of claim 5789; geological mapping, report and map show rhyolite units, not recognized on any previous or subsequent maps of the area, no reported drilling.

Brunswick Mining and Smelting, 1979-1981: Flew an airborne geophysical survey (Questor Mark VI Input) over numerous blocks in the BMC including parts of the L'Or Bai and Chamberlain properties; this was followed up with ground magnetic, Max-Min EM and geological mapping surveys on a grid that is partially on and partially to the west of the Chamberlain property. Numerous targets outlined; observed rubble of felsic volcanic rocks off grid, but no follow-up reported.

Acadia Mineral Ventures Ltd. 1988-1989: completed aeromag survey followed by ground VLF, IP and soil geochemical surveys over a large area covering the NE quarter of the L'Or Bai property and extending to the north on the north side of the Tetagouche River; identified many targets and trends; drilled 5 holes outside of the property to the northeast.

A. Hudgins / Don Mackinnon & Associates, 1996: completed ground geophysical surveys (Mag/VLF-EM & HLEM) on two small grids in the eastern part of the Chamberlain property, claims 6428 & 6429; anomalous features detected but no indication of any follow-up work.

D. Black, 2004: Completed prospecting, rock and soil sampling on ground now covered by claim 5578 (Vienneau option), no significant discoveries reported but sample spacing was wide.

First Narrows Resources, 2004-2006, completed various work programs including prospecting, geological mapping, ground geophysics and reconnaissance geochemical sampling on the Middle River gold prospect located 2 km south of the L'Or Bai property. A minor amount of this work extended a short distance into the project area.

Acadian Gold, 2004, 2005: Completed IP survey and drilled 11 holes to the northeast of the L'Or Bai property along the trend of a linear series of EM conductors that extends across the L'Or Bai property; also filed a copy of an airborne geophysical survey (Fugro) flown by Noranda over several Acadian claim blocks.

Bathurst Exploration Ltd., 2004: Filed soil geochemical survey results from work completed by Acadian Gold while under option; claims located along a favourable trend (contact between Canoe Landing Lake and Boucher Brook Formations) with linear EM anomaly; on current claims 5252 and 5320.

R. Lovesey, 2007: Completed soil sampling and trenching on a property that included current claim 5789 in the extreme northwest tip of the Chamberlain property; the principal target was for gold and related mineralization along the Rocky Brook-Millstream fault zone.

K. Vienneau, 2009: Completed a 1 km long trench and completed ground magnetic and VLF-EM survey as well as collected 30 till samples by backhoe; trench location and VLF-EM data filed; trench was not mapped and till samples were not assayed due to lack of funds.

D. Frenette, G. Roy and P. Gummer, (Prospectors) 2009 - 2011: Carried out geo-prospecting in various locations within the Gloucester Project area. At least 10 miscellaneous work reports have submitted for assessment work. Data from these assessment reports as well as data supplied by the Prospectors from their more recent work is detailed in Section 6.2.1 and discussed in Section 7.2.1, Mineralization on the Gloucester Project. Data verification of this work was carried out by SBA from May 15 – 17, 2013 and is detailed in Section 12.0.

Exploration Work by the Prospectors

Prospecting by two local area prospectors, Daniel Frenette and Gerard Roy with assistance from consulting geologist, Peter Gummer, collectively referred to as the “Prospectors”, has located large angular, mostly tabular VMS boulders and two pyrite facies VMS outcrops on the Gloucester Project. The Prospectors have outlined 8 Target (Target) areas. Selected assay results are shown in Table 10 and the locations are shown on Figure 15. Most of the assays collected from VMS boulders on the Project reveal higher levels of Sn than are known to occur in mineralization found in other parts of the BMC indicating that the source of the boulders in not from the known deposits to the west (up-ice) as previously thought. The VMS boulders and outcrop are associated on a 1:1 basis with either angular boulders or outcrop of exhalite/felsic volcanic, often in the form of quartz eye tuff. The felsic volcanics generally have quartz eyes and/or broken quartz and/or feldspar crystals. They are assumed to be primary exhalite/felsic volcanics and not formed by secondary silification of other rock types. One boulder from Target 2 assayed 21.10% Zn, 5.84% Pb, O.43% Cu 157 g/t Ag, .562 g/t Au, 3,460 g/t Sb and 2700 g/t Sn.

Table 10 Analytical Results for Prospectors' Targets

Analytical Results for Prospectors’ Targets									
Target		**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**In g/t**	**Sb g/t**	**Sn g/t**
1	boulder	2.93	6.27	0.38	315	0.890	115	2160	1880
2	boulder	21.10	5.84	0.43	157	0.562	96	3460	2700
3	boulder	8.93	4.01	0.23	123			682	
5	outcrop	0.44	0.235	0.113	<	0.021			
5	boulder	5.84	0.87	0.2	32				
6	outcrop	0.22	0.116	0.051	<	<			
7	boulder	13.60	4.00		109	0.600			2200
8	boulder	1.27	4.09	0.32		0.573		1100	

< = less than detection limit

Ownership History

The mining rights in various portions of the land that currently make up the Gloucester Project have been held from time to time by numerous prospectors and mining exploration companies. The L’Or Bai and Chamberlain Properties were acquired by the vendors over a period of 5 years, commencing in October 2007. The Vienneau Property was acquired in April 2009.

Geological Setting and Mineralization

The Gloucester Project is located within the Bathurst Mining Camp in Northern New Brunswick within the northeastern Appalachians of eastern Canada. The northeastern Appalachian has been divided on the basis of rock chemistry, age and deformation styles into distinct lithologic zones (Hibbard et, al, 2006). The regional lithological and tectonic setting of the northeastern Appalachians has been described by Williams (1979), Williams et al (1988) and modified to embrace complexities in northern New Brunswick by van Staal (1987). Figure 5 is a simplified representation of these zones showing the Project area lying within the original Gander-Dunnage zone of Williams al (1978). This zone, now described as Ganderia, consists of a number of Ordovician aged arcs and back-arc basins developed on a continental crust along the margin of the northern Appalachians.

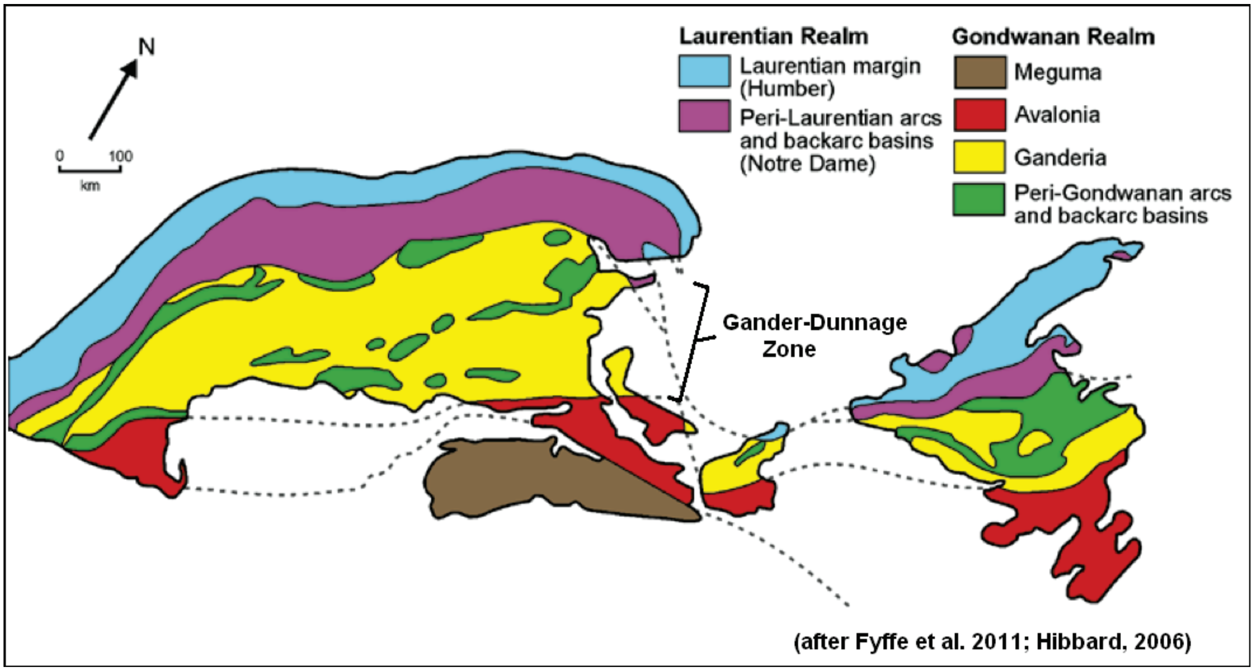

Figure 5 Tectonic Assemblages Map of the Northeastern Appalachians

Figure 6 is the most recent geological map for the Province of New Brunswick. Figure 7 (van Staal et al, 2003) shows the northern part of the province and identifies the Miramichi Highlands terrane in greater detail along with geology and major structures to the northwest. The Gloucester Project lies within the northeastern part of the Miramichi Highlands terrane within a complex belt of rocks commonly referred to as the Bathurst Mining Camp.

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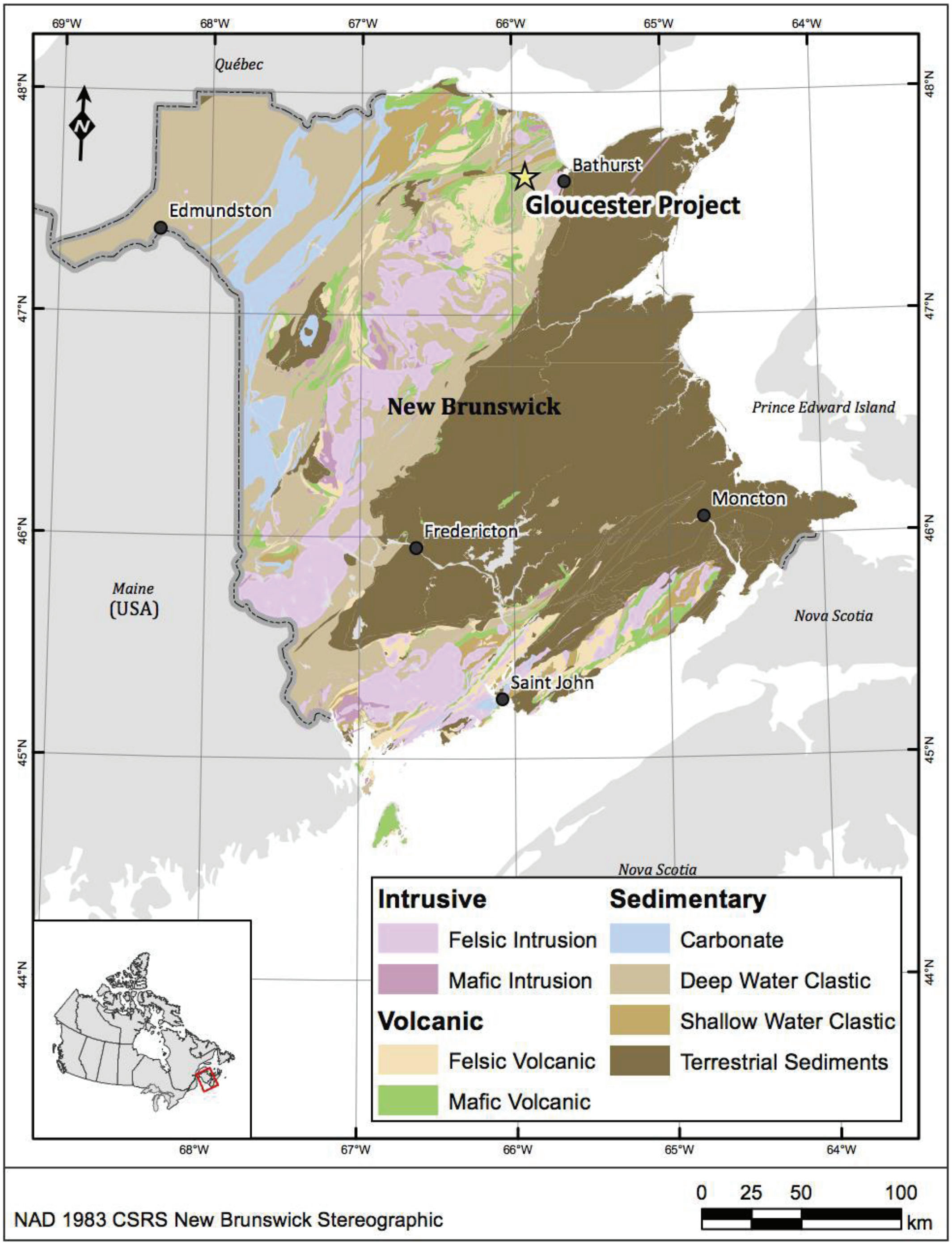


Figure 6 Geology Map of New Brunswick

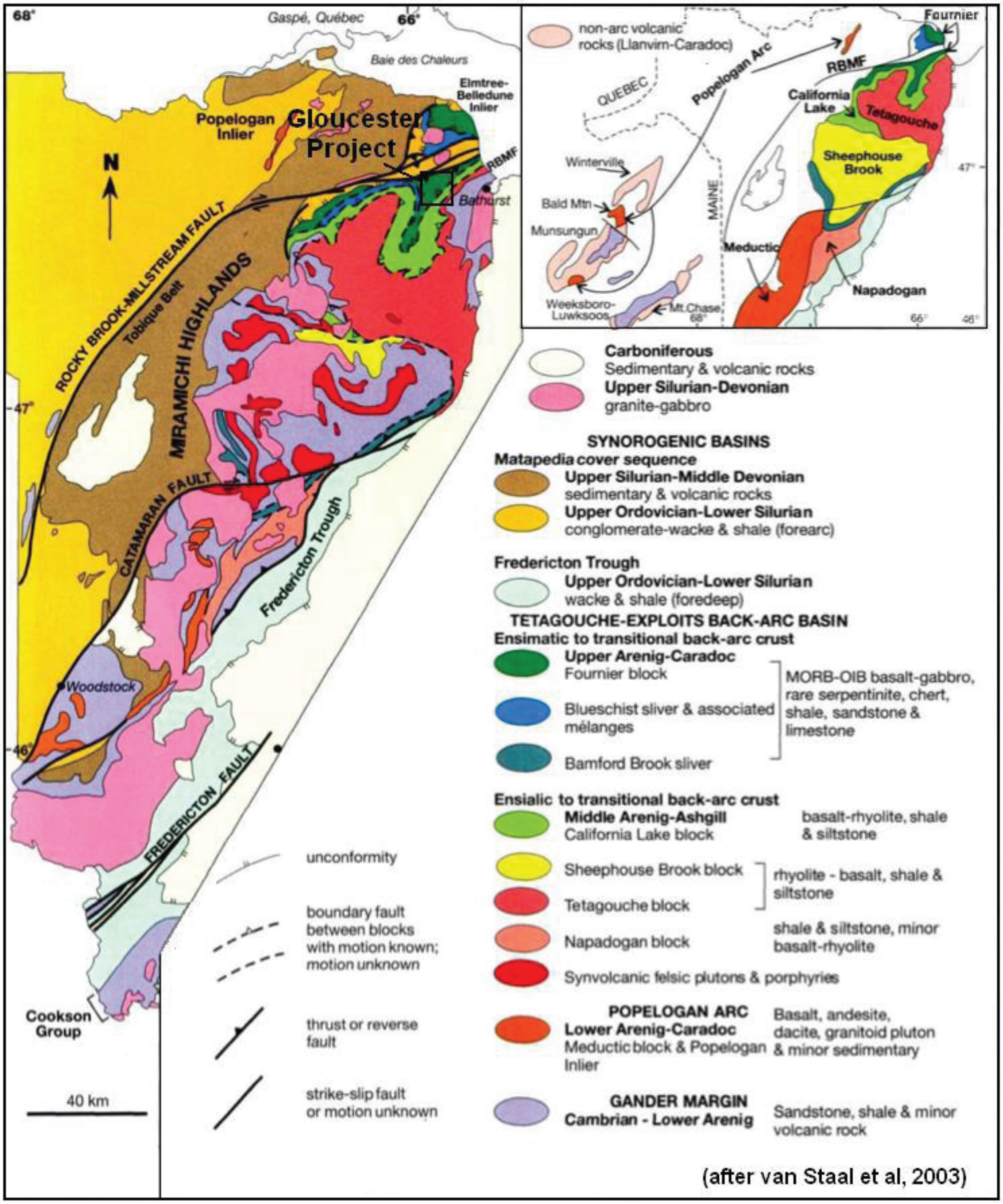


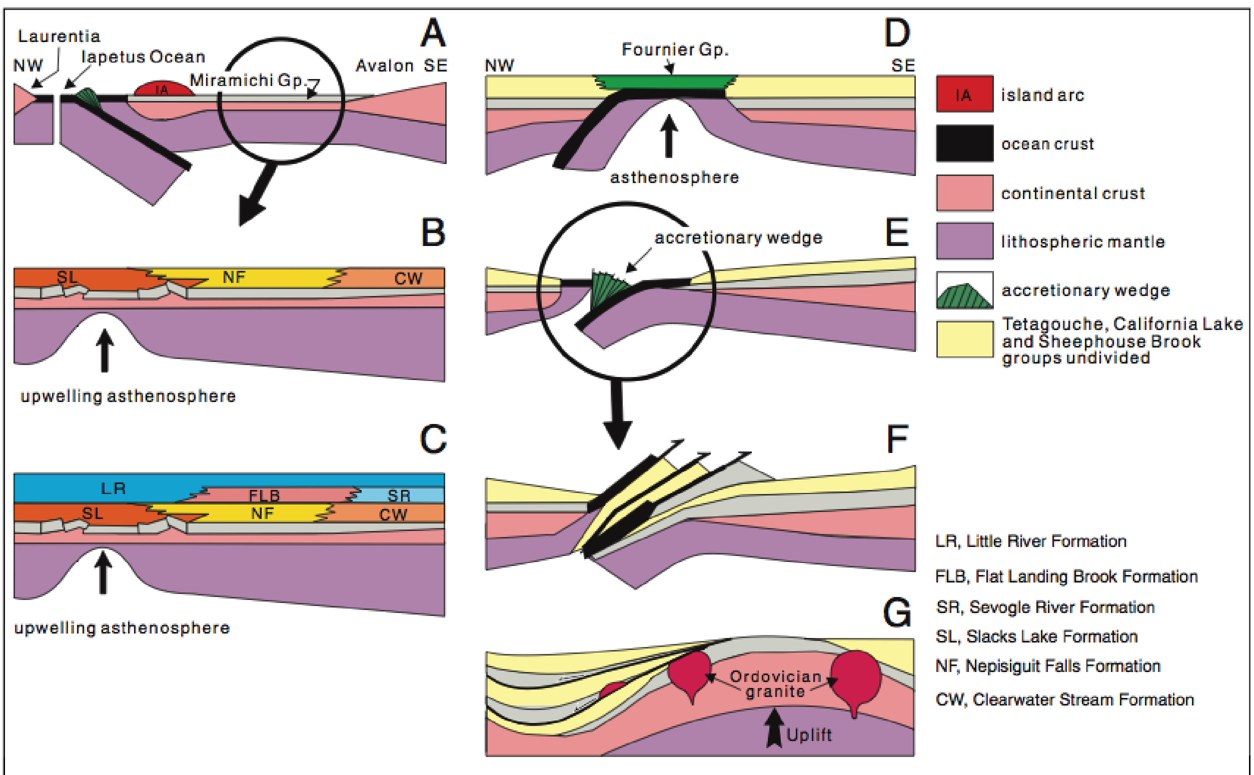
Figure 7 Miramichi Highlands Geology map

The Bathurst Mining Camp refers to a 70 x 60 km area of northeastern New Brunswick which is one of Canada's most prolific base metal mining districts. The geology of the area has been extensively studied primarily by means of detailed exploration data obtained from many of the 46 known VMS deposits that have been documented within the BMC. The area is largely covered by shallow yet extensive overburden resulting in very limited bedrock exposure. This lack of exposure has led to conflicting interpretations of the geology of the BMC particularly in parts of the camp where there are no known deposits. Drilling, trenching and mining in the vicinity of many of the deposits have led to increased information and understanding of the geology in those local areas.

The earliest published geological map of the Bathurst area was completed by R.W. Ells (1881) followed by G.A. Young (1911) and F.J. Alcock (1941). By 1974, Skinner (1953; 1974) had produced a geological interpretation of the BMC that placed most of the volcanic and sedimentary rocks of the BMC into a single group, the Tetagouche Group. Its distribution was attributed primarily to multiple periods of folding. During the 1980s to 1990s, detailed studies improved the understanding of the stratigraphy within the BMC (Fyffe, 1982; van Stall and Fyffe, 1991; Rogers and van Stall, 1996; Fyffe et al, 1997). In addition, the plate tectonic setting of the region became better understood and with that, new hypotheses on the local tectonic setting of the BMC were introduced (van Staal, 1987; Whalen et al, 1998; van Stall et al, 1991). New geological maps were published for the northern part of the BMC in 1994 (van Staal, 1994b). Between 1994 and 2003, the Province of New Brunswick and the Geological Survey of Canada carried out a focused, geological study initiative (EXTECH II) within the BMC, the results of which were published as Economic Geology Monograph 11 by the Society of Economic Geologists, Inc. (2003).

The following description has been summarized from numerous published articles including many from Economic Geology Monograph 11.

The local geological setting of the BMC is described by van Staal et al (2003) as having been deposited within a classic "Sea of Japan" style back-arc basin that was formed as a result of rifting of continental crust during the Early Ordovician (Figure 8). The resulting basin is referred to as the Tetagouche–Exploits back-arc basin.



(modified from McCutcheon et al., 1997).

Figure 8 Schematic showing the techtonic development of the BMC

The Late Cambrian to Lower Ordovician aged Miramichi Group (mainly sedimentary rocks) is the stratigraphic basement within the Tetagouche-Exploits back-arc basin. The Miramichi Group includes granitoid intrusive rocks that range in age from 479 – 465 Ma (van Staal et al, 2003). The volcanic and sedimentary rocks that occupy the basin are collectively referred to as the Bathurst Supergroup. The Bathurst Supergroup is made up of 4 Groups – the Sheephouse Brook, Tetagouche, California Lake and Fournier Groups. Their distribution is shown on Figure 9.

Figure 10 is a schematic diagram that depicts one interpretation of the architecture of the BMC and its proposed tectonic evolution (McCutcheon and Walker, 2009; Thomas et al, 2000). The diagram implies that the BMC was formed as a result of deposition of sedimentary and volcanic rocks in at least 6 related, yet isolated, structurally controlled sub-basins or blocks. The lithostratigraphy within each of the sub-basins differs somewhat, but in general consists of a lower sequence of felsic volcaniclastics and rhyolitic flows overlain by alkali to tholeitic basalt and sedimentary rocks. These sub-basins, referred to as tectonic blocks (van Staal, 2003) have been condensed into 4 Groups based upon petrology and lithochemistry. The Sheephouse Brook, Tetagouche and California Lake Groups are considered to be, at least partially, coeval and thought to have been deposited in isolated basins formed during an extensional crustal environment in a back-arc setting. It has been proposed (van Staal et al, 2003) that the Groups were deposited over a period of 12 – 15 Ma, between 479 – 464 Ma, although subsequent age dating (Wilson and Kamo, 2007) suggest that the beginning of the deposition may have been as late as 469 Ma. The Fournier Group is thought to be slightly younger and represents oceanic crust formed during the spreading of the Tetagouche-Exploits basin (van Staal, 2003). The present day stratigraphy is interpreted to be the result of over-thrusting during a Late Ordovician aged northwest dipping subduction event (van Staal, 2003).

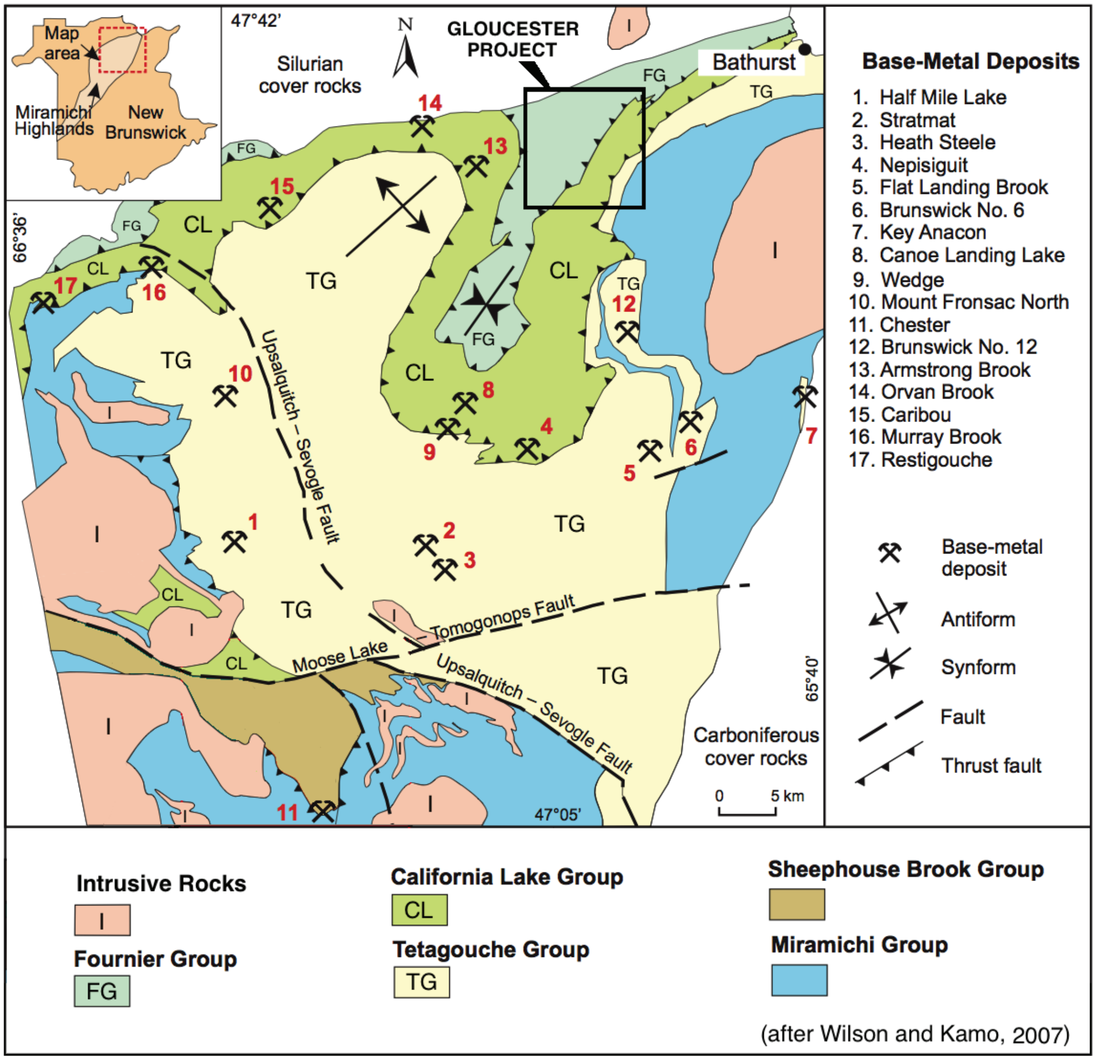


Figure 9 Geology Map of the BMC showing Major Groups

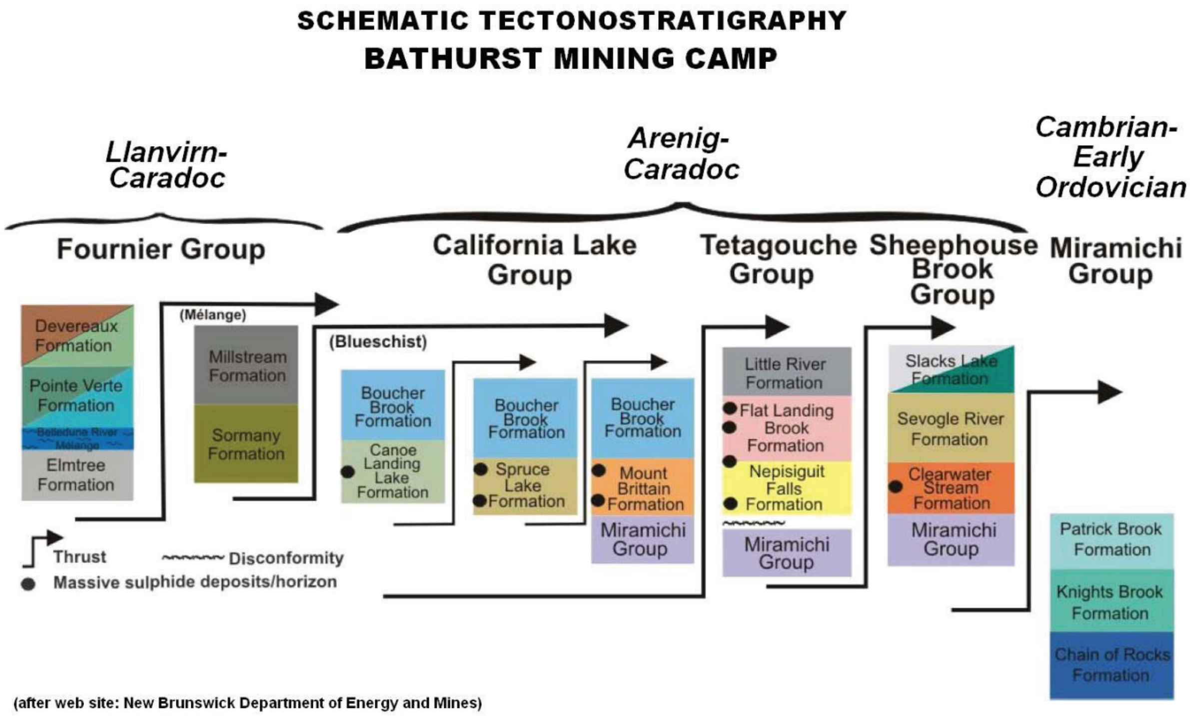


Figure 10 Schematic Tectonostratigraphy of the BMC

The felsic volcanics and the sedimentary rocks within the lithologic Groups vary slightly in their geochemical and isotopic signatures (Whalen et al, 1998; Rogers et al, 2003a and 2003b; van Stall et al, 2003). These studies imply that these signature variations are evidence that the rocks were derived from different crustal sources which is the basis for defining the numerous thrust faults blocks. While this is a valid argument, it is also possible that the subtle differences may have been influenced by:

- Slightly different hydrothermal chemistry evolving over the period of deposition (at least 3 different hydrothermal events have been recognized in the BMC);
- The present footprint of the BMC represents a 60 x 70 km area. It is unlikely that the hydrothermal fluids being vented in local areas or sub-basins would have the exact same chemistry.
- Winnowing of volcaniclastic sediments in the water column, a process that could potentially alter the geochemical makeup of the resulting rock unit;
- Effects of contamination on the volcaniclastic and sedimentary rocks due to shoreline erosion and other sedimentary processes.

Assuming that these geochemical differences would be expected in such an environment, it may not be necessary to impose an intense system of thrust faulting to account for the present day distribution of the lithologic Groups in the BMC. It is possible that the individual Groups were formed within local, adjacent sub-basins under varying water depths and paleo-environments which were part of an evolving stratigraphic sequence. Post deposition, these rock units were subjected to folding and possibly to a more moderate extent, local and regional thrust faulting.

The 4 Groups, along with their contained Formations, dominant rock types and hosted VMS deposits are briefly summarized below in Table 11 in approximate order of their age (van Stall et al 2003). Their distribution within the BMC is shown in Figure 9.

Table 11 Stratigraphic Hosts in the Bathurst Mining Camp

Stratigraphic Hosts in the Bathurst Mining Camp			
Tectonic Block or Group	**Formation**	**Dominant Rock type**	**VMS Deposits > 1 Mt**
Sheephouse Brook Group	Slacks Lake	Basalt, shale, chert	
	Sevogle River	Rhyolite, chert, wacke, shale	
	Clearwater St	Felsic to intermediate tuff	1
Tetagouche Group	Tomogonops	Siltstone, shale, wacke, sandstone, conglomerate	
	Little River	Basalt, chert, wacke, shale	
	First Landing Bk	Rhyolite	2
	Nepisiguit Falls	Quartz crystal tuff	14
California Lake Group	Boucher Brook	Shale, siltstone, chert, basalt, limestone	
	Mount Brittain	Rhyolite, crystal tuff, basalt, shale	1
	Boucher Brook	Shale, siltstone chert, basalt, limestone	
	Spruce Lake	Dacite, rhyolite, shale, siltstone, basalt	5
	Boucher Brook	Shale, siltstone, chert, basalt, limestone	
	Canoe Landing Lake	Basalt, shale, chert, rhyolite	1
Fournier Group (in BMC only)	Millstream	Sandstone wacke, shale, conglomerate, limestone, local felsic volcanic	1*
	Sormany	Basalt	

* The Hachey Deposit is considered by some workers to be a vein deposit and by others to be a VMS deposit.

Figure 11 presents a simplified geological map of the BMC showing selected VMS deposits and the Gloucester Project area.

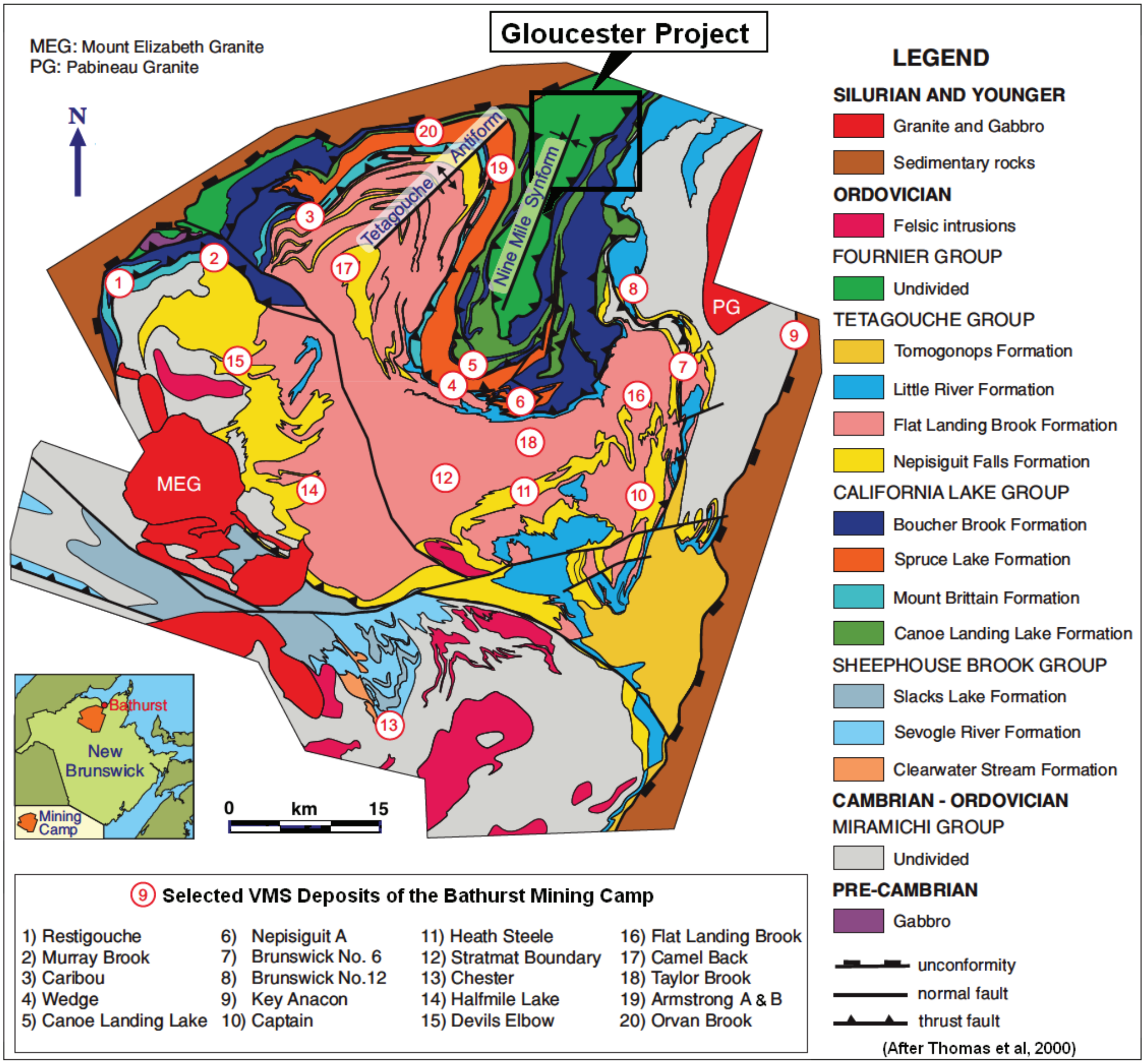


Figure 11 Simplified Geology Map of the Bathurst Mining Camp

Structurally, the BMC is relatively complex, due to tectonics associated with subduction and later plate movements. At least 5 episodes of deformation affecting the BMC have been recognized (van Stall et al, 1988, 1990; de Roo and van Staal, 1994). The first event (D1) took place in the Late Ordovician to Early Silurian and is represented by steeply inclined to recumbent folding (F1) in relatively narrow, ductile zones of high strain related to thrust faulting in the subduction zone. The second period of deformation (D2) was Early Silurian in age and resulted in shallow to steep folding (F2) along with a strongly developed cleavage (S2) that is parallel to the axial plane of the folds. The D3 event consisted of a refolding of the F2 folds, resulting in broad areas within the BMC categorized as “flat belts” and “steep belts”, depending upon the degree of prior folding. The final two periods of deformation (D4 and D5) were related to ongoing movement along the subduction zone and resulted in the formation of dome and basin structures within the BMC. The latter 2 deformation events are important in the area of the Gloucester Project, since they are considered to be responsible for district scale structures like the 9MS (see later discussion in Property Geology, Section 7.1.3) and the associated Tetagouche Antiform.

Numerous airborne geophysical surveys have been flown over portions of the BMC and several have been completed on behalf of government agencies (Geological Survey of Canada, 1958; 1986; 1996c). The data from these surveys has been very useful in advancing understanding the geology of the camp as well as the delineation of structural features. Geophysical data has been credited with finding many of the known deposits in the BMC. The most recent survey covering the entire BMC was flown in 1995 as a joint venture between the Geological Survey of Canada and the New Brunswick Department of Natural Resources and Energy. All of the data is available in paper copy or digitally from either of these agencies. Some of the data from the survey was assembled in Atlas form and, along with other basic data on individual VMS deposits in the BMC, published as an Open File report (Thomas et al, 2000). Figure 12, Total Field Magnetic and Figure 13, Apparent Conductivity - 4433 Hz, are included below. Each shows the location of the Gloucester Project.

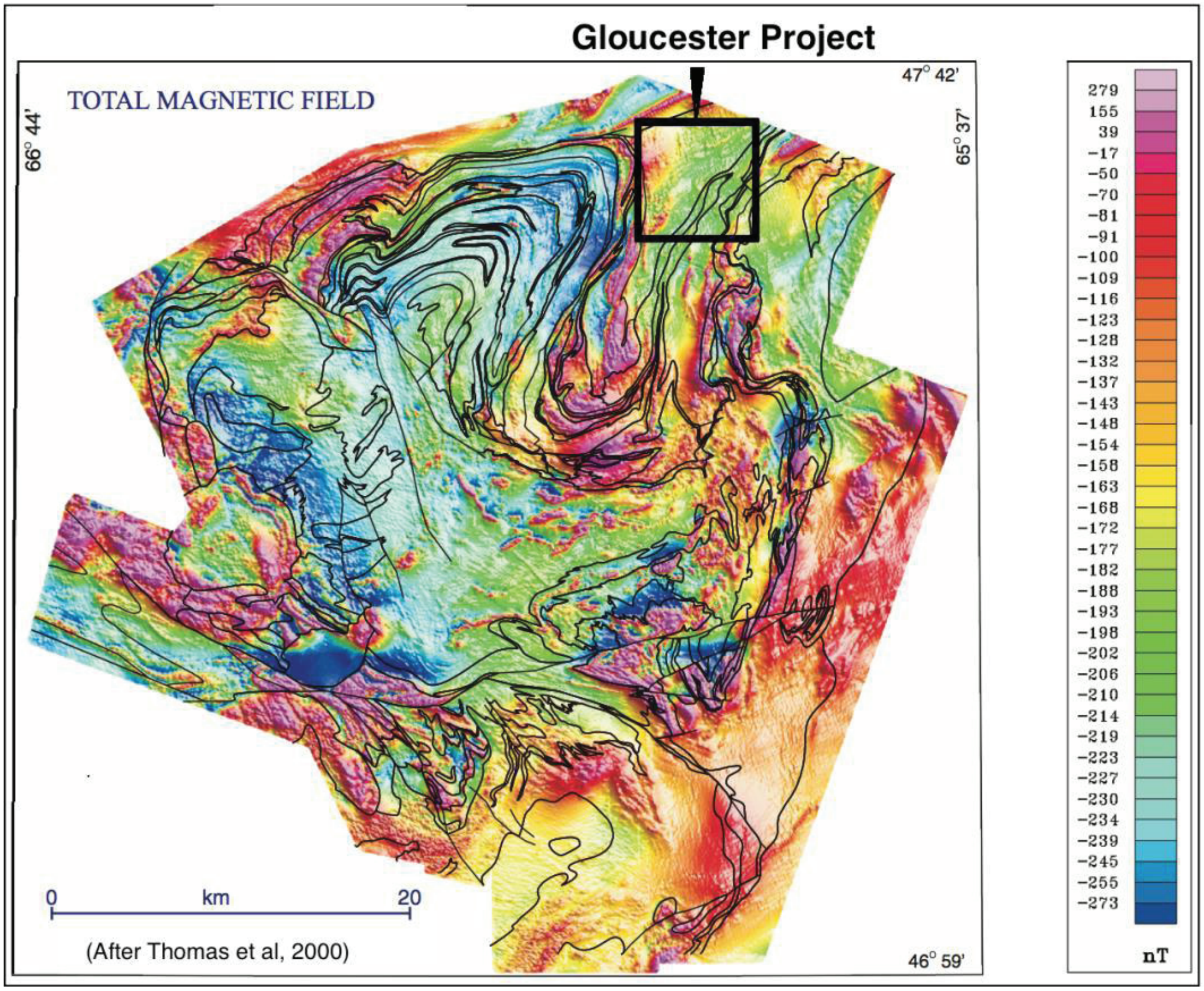


Figure 12 Total Magnetic Field Bathurst Mining Camp

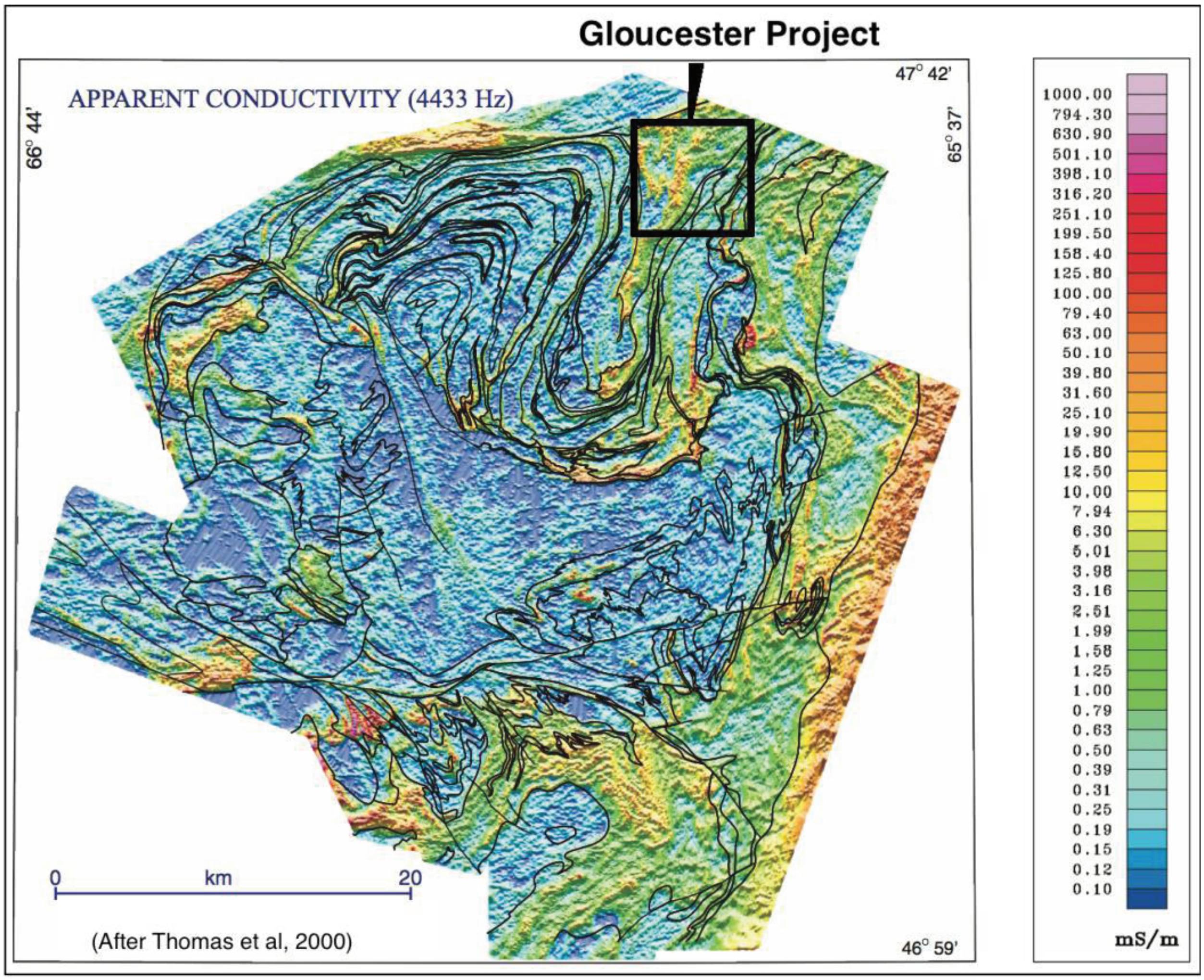


Figure 13 Apparent Conductivity Bathurst Mining Camp

Property Geology

The Gloucester Project lies within a 35 km long by 8 km wide synclinal structure referred to as the Nine Mile Synform (9MS), as shown on Figure 14, the most recent published geological map of the BMC. On this map, the 9MS appears at first glance to be remarkably well preserved considering the amount of over-thrusting and juxtapositioning of geological blocks that is interpreted to have affected the majority of the BMC. The 9MS is flanked on the west by Tetagouche Group sedimentary and volcanic rocks of the Tetagouche Antiform and on the east by an underlying, northwest dipping sequence of Tetagouche Group volcanics and sedimentary rocks. The core of the fold is mapped as being made up of Fournier Group sediments (Millstream Formation) and mafic volcanics (Sormany Formation).

Figure 14, reproduced from van Stall et al (2003) shows the geology of the Gloucester Project area in more detail. In general, the claim group covers a 12 km long, northwest trending strip across the 9MS. The Gloucester Project area covers a swath of the northeast trending lithologies that range in map width from 1.5 to 6 km. The extreme southeast end of the Gloucester Project is underlain by Miramichi Group sedimentary rocks that represent the basement rocks to the Bathurst Supergroup. Three of the four Groups of rocks that make up the Bathurst Supergroup are represented in the Gloucester Project area based upon the published geological maps. From southeast to northwest these include:

- Nepisiguit Falls and Little River Formations of the Tetagouche Group;
- Canoe Landing Lake and the Boucher Brook Formations of the California Lake Group;
- Sormany and Millstream Formations of the Fournier Group.

The geology on the eastern half of Gloucester Project (L'Or Bai and Vienneau Properties) appears from published geological maps to be structurally uncomplicated, with the Tetagouche and California Lake Group rocks trending north-northeast with only moderate deflections and direction changes. This is unlike the western part of the Gloucester Project (Chamberlain Property) where the Fournier Group displays complex folding. This complexity is best displayed by an isoclinal fold train that is shown on the map (Figure 14) to occur immediately to the southwest of the Chamberlain claims. This pattern is supported by data from the airborne conductivity survey and is observed in bedrock in many locations on the Chamberlain claims. It is referred to as the Armstrong Fold Train. Portions of this fold train were noted by Brunswick Mining and Smelting in 1954.

The Rocky Brook – Millstream fault zone is an east-northeast trending fault structure that marks the boundary between the Ordovician aged rocks of the BMC and the dominantly Silurian aged cover rocks of the Popelogan Arc. This structure passes through the extreme northwest corner of the Chamberlain claims. This fault zone was active over a long period appearing to predate and postdate the rocks within the Tetagouche-Exploits Basin.

The Fournier Group, shown on Figure 14, has two members in the Gloucester Project area, a lower sequence of primitive alkali to tholeitic basalts labeled the Sormany Formation and an overlying sequence of sedimentary rocks (sandstone, wacke, pebble conglomerate and limestone lenses) referred to as the Millstream Formation (van Staal, 1995a, 1995b; McCutcheon and Walker, 2009).

In most of the 9MS, the Millstream Formation has been intruded by a swarm of Silurian-Devonian aged gabbro-diabase lenses. However, these lenses are absent within the Armstrong Fold Train and along a narrow belt that trends NE-SW through the center of the Gloucester Project area (void area). This void area may be partially bounded by west-northwest to northwest trending faults that originate in a bulge in the Miramichi Group basement rocks to the southeast. These fault trends are best observed on the regional scale airborne geophysical maps. The void area may be the result of subduction-related thrust faulting of a major block or it may also be explained by the presence of broad scale folding along a northwest trending axis.

The Fournier Group rocks are thought to have been deposited in an oceanic, marginal-sea environment at the end of felsic volcanism and thus after the last mineralizing event in the Bathurst Mining Camp (van Staal et al, 2003). The published geological maps for the Gloucester Project area do not indicate the existence of any felsic volcanic or felsic intrusive rocks. As a result there has been very little serious exploration activity and lesser scientific studies carried out within the area covered by the Gloucester Project. Work programs carried out by the Prospectors have resulted in the discovery of several areas of felsic volcanic rocks, often accompanied by very high-grade, angular VMS boulders. The field work has also led to the discovery of numerous occurrences of exhalite and two bedrock exposures of pyrite facies VMS. The felsic volcanic rocks appear to occur at or near the contact between underlying mafic volcanics and overlying sediments. This suggests a bimodal volcanic sequence similar to the volcanic rocks that are associated with the VMS horizons in other parts of the BMC but with a lower volume of felsic volcanic rocks.

During the property visit, numerous exposures of felsic volcanic rocks were observed along with interlayered sediments and mafic volcanics. The sedimentary rocks in the area are typically dark grey and the shales are occasionally black and graphitic, suggesting that these rocks were deposited in a deep-water anoxic environment. This type of environment is favourable for the deposition of VMS mineralization such as that observed in bedrock and as boulders in this area. Other rocks observed and documented include limestone, chert and locally sourced pebble conglomerates. These rocks are indicative of local shallower water environments, possibly in the form of beaches and atolls surrounding volcanic sea-mounts. The physiography in the Project area of the 9MB was likely characterized by high relief volcanic centers flanked by deeper water anoxic areas with atolls forming during periodic uplift.

The rocks observed in the northwestern part of the Gloucester Project area are inconsistent with those described as being representative of the Fournier Group in other areas of the BMC. It is more plausible that the rocks in this area were deposited within a rift-controlled sub-basin, similar to those proposed for the other Groups that make up the Bathurst Supergroup. The principal difference between these Groups and the rocks in the Gloucester Project area is that the ratio of felsic to mafic volcanics is considerably less in the Gloucester Project area.

The geological setting within the Gloucester Project area is considered to be very favourable for the development of a VMS deposit. The following features have been noted within the Gloucester Project, and are similar to those in other areas that host VMS deposits in the BMC:

- Extensive but low in volume, felsic volcanic rocks with quartz eyes, broken quartz eyes and/or feldspar crystals;
- An apparent hiatus between the volcanic events and overlying sediments;
- An exhalite horizon;
- Clusters of large angular high-grade VMS boulders;
- Bedrock exposures of pyrite facies VMS;
- Shallow to moderately deep water conditions as evidenced by immature sediments and local fossiliferous limestones;
- Dark grey to black, often graphitic shales that overly the favourable VMS horizons, suggest local anoxic conditions which are favourable for the precipitation of sulphides in a sea-floor vent environment.

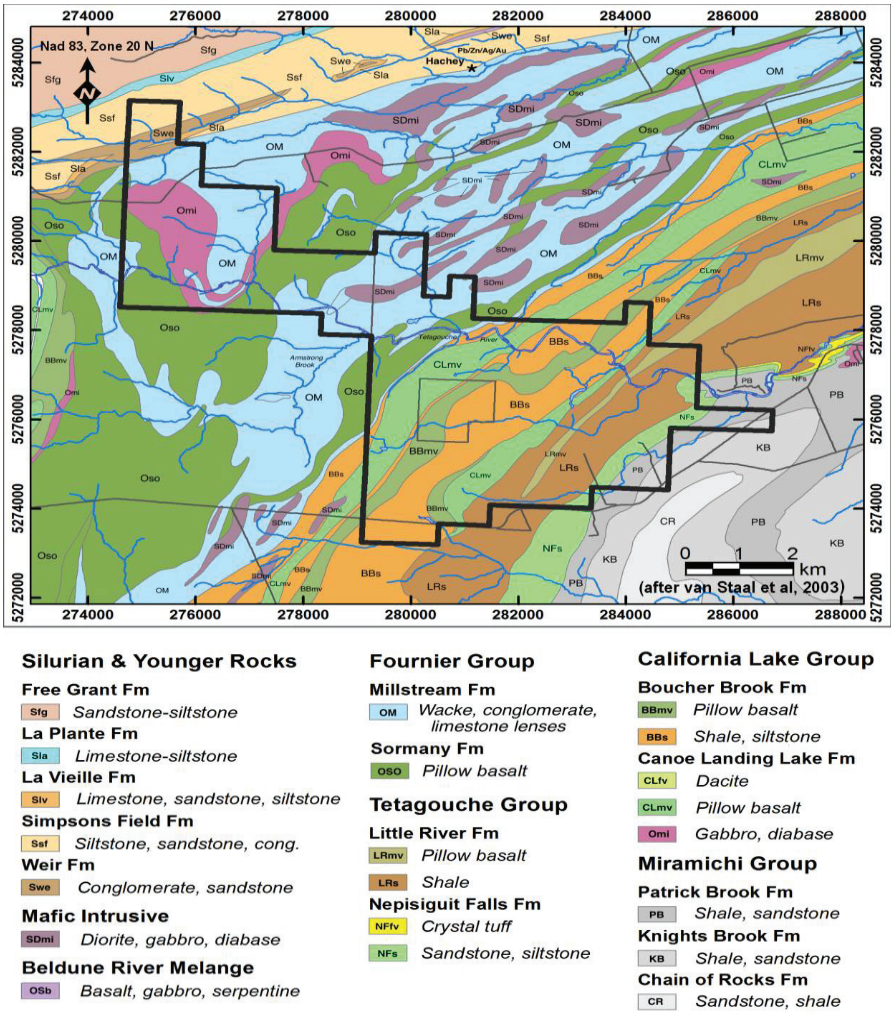


Figure 14 Project Geology Map

Mineralization

There have been many published descriptions of the polymetallic VMS deposits within the BMC, including Goodfellow and McCutcheon (2003); McCutcheon and Walker (2009); and van Staal et al (2003). The following descriptions have been extracted or summarized from these publications.

The known VMS deposits within the BMC are dominantly made up of pyrite with lesser pyrhotite and local concentrations of ore minerals. The ore minerals include sphalerite, galena and chalcopyrite as well as variable amounts of silver and gold. Other accessory minerals include arsenoyrite, marcasite, stannite, cassiterite, magnetite, siderite, quartz and numerous sulphosalts.

There are five different styles of mineralization in the BMC (Goodfellow and McCutcheon, 2003). These include:

- Bedded ores
- Bedded pyrite
- Vent complex
- Sulphide stringers

- Carbonate-oxide-silicate iron formation

It was originally proposed that 4 hydrothermal events may have generated all of the known VMS mineral deposits within the BMC (McNicoll et al, 2003; Rogers et al, 2003; van Staal et al, 2003; Goodfellow and McCutchen, 2003). These hydrothermal events resulted in mineral deposition along 4 traceable horizons.

It has recently been determined that the age of the Sheephouse Brook, previously determined to be 478 Ma, is incorrect. New age dating in the area of the Chester deposit indicates that these rocks are, in fact, approximately 469 Ma (Wilson and Kamo, 2007). Assuming these new results are valid, the Sheephouse Brook Group may be, at least, time equivalent to the Tetagouche Group rocks which host the Brunswick Horizon (includes both Brunswick No. 6 and 12). Table 12 presents the 4 mineralized horizons as they are currently understood.

The Brunswick Horizon appears to have been, by far, the largest, accounting for 77% of the 24 largest known deposits and more than 71% of the total defined mineralization in the BMC. As of 2003, the total tonnage of massive sulphide deposits in the BMC was 496.9 million tonnes containing average grades of 4.72% Zn; 1.78% Pb; 0.64% Cu; 51 g/t Ag; and 0.54 g/t Au (Goodfellow and McCutcheon, 2003). The Brunswick No. 12 deposit is described in the same publication as containing 229.76 million tonnes having average grades of 7.66% Zn; 3.01% Pb; 0.46% Cu; 91 g/t Ag; and 0.46 g/t Au. See Table 27 in Adjacent Properties, Section 23.0.

Table 12 Age Dates of Selected Ore Horizons BMC

Age Dates of Selected Ore Horizons in the Bathurst Mining Camp		
Ore Horizon	**Formation/Group**	**Age (Ma)**
Caribou Horizon	Spruce Lake, Mount Brittain and California Lake Formations, California Lake Group	472 - 470
Chester Horizon	Sheephouse Brook Group	469*
Brunswick Horizon	Nepesiquit Falls Formation, Tetagouche Group	469 - 468
Stratmat Horizon	Flatlanding Brook Formation, Tetagouche Group	467 - 465

** age of the Sheephouse Brook Group was previously 478 Ma*

The known mineralization on the Gloucester Project includes 2 outcrop exposures of pyrite facies VMS that appear to be on the nose of isoclinal folds and numerous clusters of VMS boulders having varying base and precious metal content. The observed VMS mineralization includes pyrite, sphalerite, galena and chalcopyrite. Assays on the Project range from trace to 21.1% Zn, 5.84% Pb, 0.43% Cu, 157 g/t Ag and 0.562 Au. They also contain elevated values of As, Hg, In and Sn. Four of the samples collected by the authors are highly elevated in Sn in comparison to known VMS deposits in other parts of the BMC (#104619 – 1,720 ppm; #104620 – 1,030 ppm; #104621- 942 ppm and #104624 – 885 ppm Sn). The Prospectors have reported assays as high as 2,700 ppm Sn. The high Sn values suggest that the VMS boulders on the Gloucester Project originated from hydrothermal fluids that may have included a large proportion of magmatic fluids as opposed to meteoric fluids. This suggests a nearby intrusive body or proximity to a volcanic center. The high Sn values are very significant since, historically in the BMC, the size of known VMS deposits has a strong, positive correlation with the Sn content (Goodfellow and McCutcheon, 2003). The high Sn values also indicate that the source of these boulders is not from any of the known up-ice (from the west) VMS deposits in the BMC.

The VMS boulders and the pyrite facies VMS in outcrop display well bedded to massive and brecciated textures. Sphalerite, galena and chalcopyrite occur mainly as distinct bands within a matrix of silica and pyrite.

Historic work by the Prospectors has outlined eight exploration Targets on the Gloucester Project, based upon results from 3 years of geo-prospecting. The Targets include clusters of VMS boulders in association with favourable geological units in bedrock or sub-outcrop. The locations of these Targets are shown on Figure 15. A summary of Target information along with analytical results for some elements is presented in Tables 14 - 21.

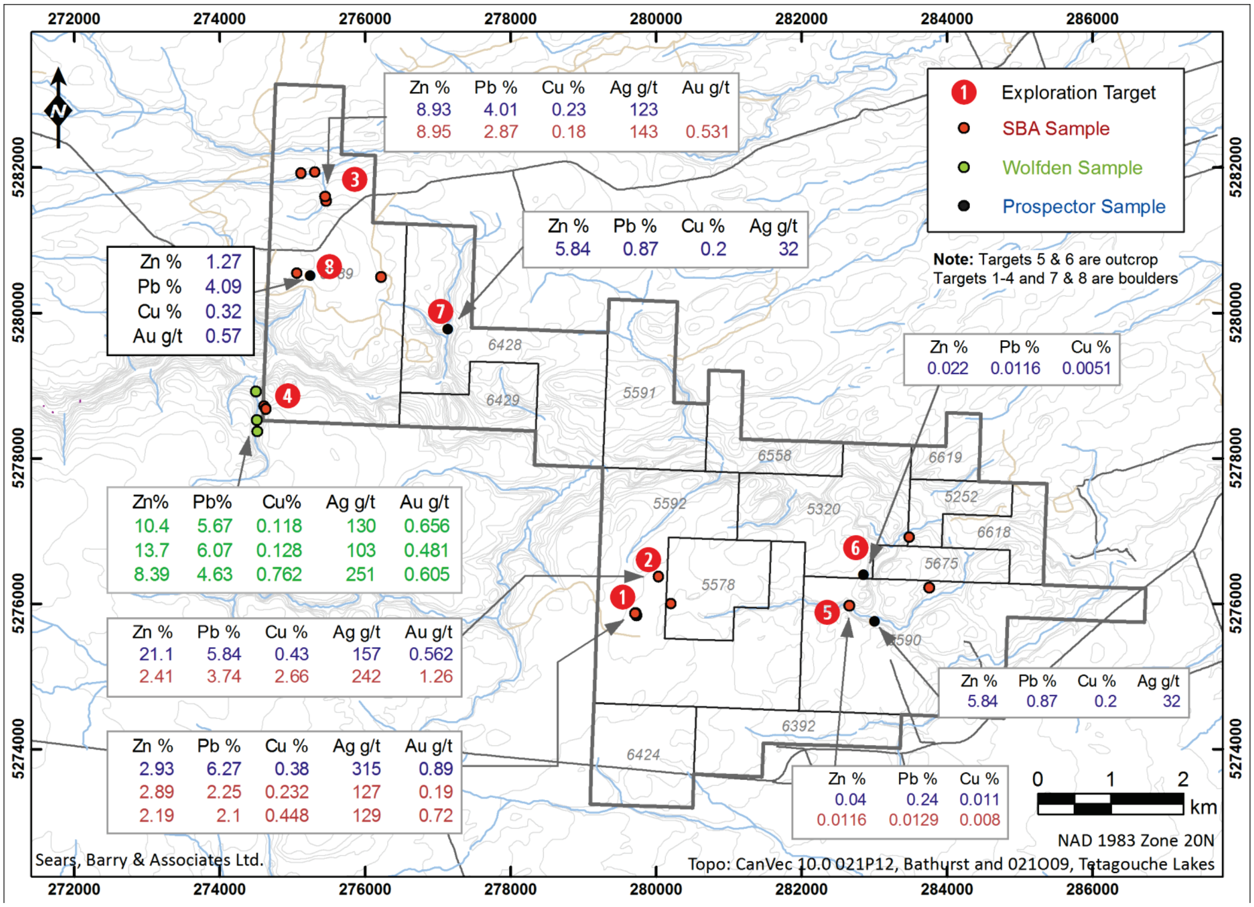


Figure 15 Gloucester Project Selected Analytical Results

Deposit Types

The principal deposit types that are the target of exploration on the Gloucester Project are collectively referred to as volcanic hosted massive sulphide (VHMS) or simply volcanic massive sulphide (VMS) deposits. VMS deposits are massive sulphide deposits that are hosted by or closely associated with volcanic rocks. It is generally accepted that deposits of this type were formed syngenetically on or immediately below the sea floor as a result of the venting of metal-bearing hydrothermal fluids. The hydrothermal fluids are thought to have been derived partially from circulating brine rich waters in the existing country rocks (meteoric fluids) and partially from fluids emanated from a subvolcanic intrusive body (magmatic fluids). Figure 16, from Gibson et al (2007), presents a summary of the features associated with the formation of a VMS deposit. This model builds upon descriptions by numerous scientists including Franklin (1995), Franklin et al (2005) and Galley et al, (2007).

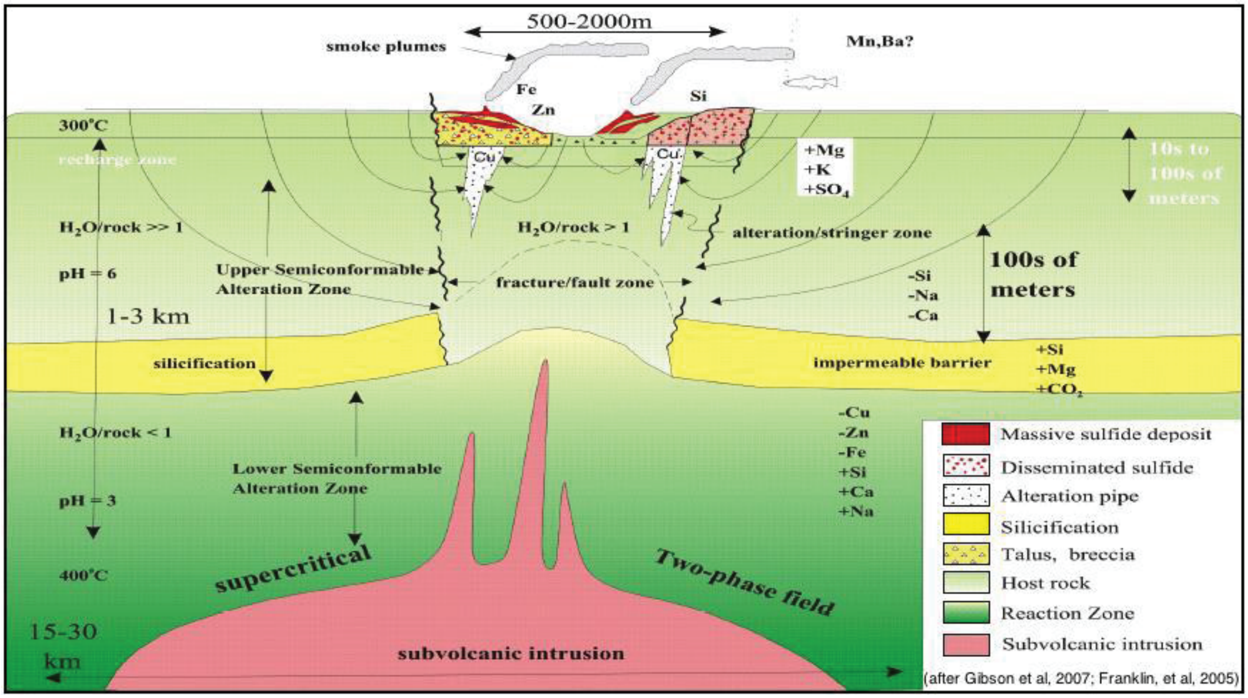


Figure 16 Schematic Illustrating Elements Formation of VMS Deposits

The model shows the general geological setting associated with most deposits along with 6 key elements that are critical in their formation. In summary, from Franklin (1995), these include:

1. A heat source capable of driving a long-lived hydrothermal system and sometimes contributing metal-rich magmatic fluids;
2. A "reaction zone" in which circulating seawater can leach metals from the existing sedimentary or volcanic host rocks;
3. Deep penetrating, synvolcanic faults that focus metal-rich fluids and enable them to reach the seafloor;
4. Footwall and sometimes hanging wall alteration zones resulting from interaction between ascending hydrothermal fluids and local wall rocks;
5. The massive sulphide deposit formed at or near the sea-floor and subjected to refining of metal content and textures by successive hydrothermal activity; and
6. Distal deposits such as exhalites and/or changes to the composition of surrounding sediments as a result of hydrothermal activity.

VMS deposits of this type can occur as large vent or basin fill zones with a broad sub-horizontal component, or as lenses, pipes, veins or stockwork zones. As a group, VMS deposits have average tonnages in the range of 7.1 million tonnes (Mt), depending upon the subtype (Gibson et al, 2007; Franklin et al, 2005; Sangster, 1977). There are, however, many deposits that are much larger including the Brunswick No. 12 deposit located approximately 12 km south of the Gloucester Project. The larger deposits tend to be associated with an environment that includes a significant volume of sedimentary rocks within the stratigraphic sequence and have been referred to as volcanic sediment-hosted massive sulphide (VSHMS) deposits (Goodfellow and McCutcheon, 2003).

There are at least 23 giant (> 100 Mt) deposits in the world that are broadly defined as VMS-type deposits (Galley et al, 2007). Of these, seven are classified as the VSHMS subtype, similar to the deposits of the BMC (Goodfellow and

McCutcheon, 2003). One of these is the Brunswick No. 12. Most of the other deposits are located in the Iberian Pyrite Belt of Spain and Portugal including the Neves-Corvo deposits in Portugal. The Neves-Corvo deposits are very significant in that the deposits are hosted by a dominantly sedimentary sequence that is made up of 25% volcanic and 75% sedimentary rocks (Rosa et al, 2008). The volcanic rocks are bi-modal, similar to the volcanic rocks in the BMC. The geological setting within the Gloucester Project has many similarities to the Rosario-Neves Corvo anticline which hosts the Neves-Corvo deposits. Another feature of the giant Neves-Corvo deposits is that they locally have a very high Sn content (Relvas et al, 2006). Many of the VMS boulders that were recently discovered on the Gloucester Project also contain highly elevated Sn.

In the BMC, there are 95 known significant VMS occurrences, including 46 VMS deposits (i.e. mineralized zones with tonnage estimates) 25 of which have been estimated to contain defined geological resources greater than 1 million tonnes (McCutcheon and Walker, 2009). The average size of the VMS deposit in the BMC is 12.74 Mt with an average grade of 4.72% Zn; 1.78% Pb; 0.64% Cu; 51g/t Ag; and 0.54 g/t Au. The deposits range in size from < 1.0 Mt to 229 Mt, the latter being the Brunswick No. 12 deposit.

VMS deposits are one of the most important sources of Cu, Zn and Pb and are significant contributors of Ag and Au. Other metals that are often recovered from the processing of VMS ores including Cd, Se, Sn, Bi and In.

There are currently no active producing mines in the BMC following the recent closure of the Brunswick No. 12 deposit due to exhausted reserves. Brunswick No. 12 was in operation for 51 years. At the present time, the Caribou and Murray Brook deposits in the western part of the BMC, the Halfmile Lake and Stratmat deposits in the southern part of the BMC and the Hachey deposit in Fournier Group rocks in the 9MS are being actively evaluated and/or in the development stage.

Exploration methods for locating VMS deposits include geophysical and geochemical surveys as well as detailed geological mapping. Despite active exploration activities in the area for over 60 years, basic boot and hammer prospecting can be a very successful tool, as the work completed in the area of the Gloucester Project has demonstrated. This is especially valid when the prospecting is guided by sound geological thinking and the results are properly evaluated. The new discoveries and observations in the area of the Gloucester Project have caused some explorers to rethink the mineral potential of parts of the Bathurst Mining Camp.

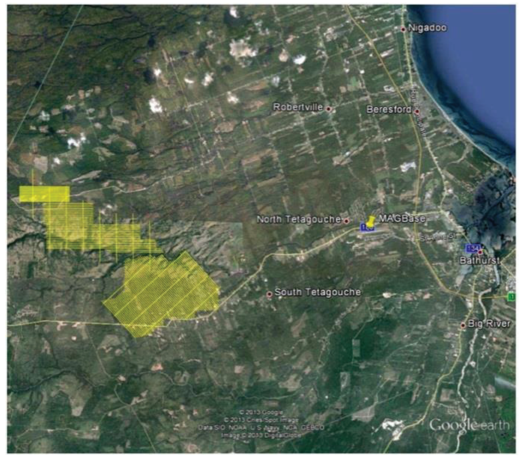
Exploration

Bathurst commissioned Geotech Ltd. of Aurora, Ontario, Canada to conduct an airborne geophysical survey on the Gloucester Project. The survey was carried out between April 20 – 30, 2013. The principal geophysical sensors included a versatile time domain electromagnetic (VTEMplus) system and horizontal magnetic gradiometer. A total of 464 line-kilometers of geophysical data were acquired. The data has not been interpreted to date. Highlights of the general survey operation procedures and equipment used have been extracted from Geotech, 2013 and are presented in italics below.

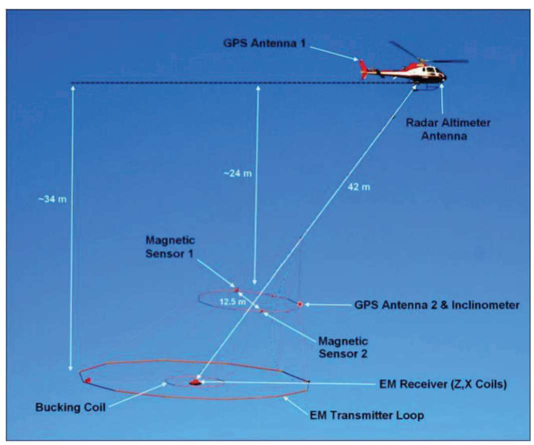
> *The geophysical surveys consisted of helicopter borne EM using the versatile time-domain* electromagnetic (VTEMplus) *system with Z and X component measurements and horizontal magnetic gradiometer using two cesium magnetometers. A total of 464 line-km of geophysical data were acquired during the survey.*
>
> *The crew was based out of Bathurst (Figure 2) in New Brunswick for the acquisition phase of the survey. Survey flying started on April 20th and was completed on April 30th, 2013.*
>
> *Data quality control and quality assurance, and preliminary data processing were carried out on a daily basis during the acquisition phase of the project. Final data processing followed immediately after the end of the survey. Final reporting, data presentation and archiving were completed from the Aurora office of Geotech Ltd. in June, 2013.*
>
> *The Chamberlain block was flown in an east to west (N 92° E azimuth) direction with traverse line spacing of 100 metres as depicted in (*see VTEM**plus** Survey Area photo below*). The L'Or Bai block was flown in a*

*southeast to northwest (N 140° E azimuth) direction with traverse line spacing of 100 metres as depicted in (*see VTEM**plus** Survey Area photo below*). Tie lines for both blocks were flown perpendicular to the traverse lines at a spacing of 1000 metres respectively.*

The survey was flown using a Eurocopter Aerospatiale (Astar) 350 B3 helicopter, registration C-GEOJ. The helicopter is owned and operated by Geotech Aviation. Installation of the geophysical and ancillary equipment was carried out by a Geotech Ltd crew.



VTEM^{PLUS} Survey Area



VTEM^{PLUS} System Configuration

During the survey the helicopter was maintained at a mean altitude of 75 metres above the ground with an average survey speed of 80 km/hour. This allowed for an actual average EM bird terrain clearance of 41 metres and a magnetic sensor clearance of 51 metres.

The on board operator was responsible for monitoring the system integrity. He also maintained a detailed flight log during the survey, tracking the times of the flight as well as any unusual geophysical or topographic features.

On return of the aircrew to the base camp the survey data was transferred from a compact flash card (PCMCIA) to the data processing computer. The data were then uploaded via ftp to the Geotech office in Aurora for daily quality assurance and quality control by qualified personnel.

The electromagnetic system was a Geotech Time Domain EM (VTEMplus) system.

The horizontal magnetic gradiometer consists of two Geometrics split-beam field magnetic sensors with a sampling interval of 0.1 seconds. These sensors are mounted 12.5 metres apart on a separate loop, 10 metres above the EM bird. A GPS antenna and Gyro Inclinometer is installed on the separate loop to accurately record the tilt and position of the magnetic gradiomag bird.

A combined magnetometer/GPS base station was utilized on this project. A Geometrics Cesium vapour magnetometer was used as a magnetic sensor with a sensitivity of 0.001 nT. The base station was recording the magnetic field together with the GPS time at 1 Hz on a base station computer.

The base station magnetometer sensor was installed at the Bathurst airport (47o37.8078 N, 65o44.5160W); away from electric transmission lines and moving ferrous objects such as motor vehicles. The base station data were backed-up to the data processing computer at the end of each survey day.

The data collected was supplied in digital format for future detailed interpretation. In addition, a total of 9 plots of various VTEM and magnetic responses were provided. A VTEM plot, a processed magnetic response and a combined plot are included in this report (Figures 17, 18 and 19). Bathurst plans to commission a detailed interpretation of this data in the near future.

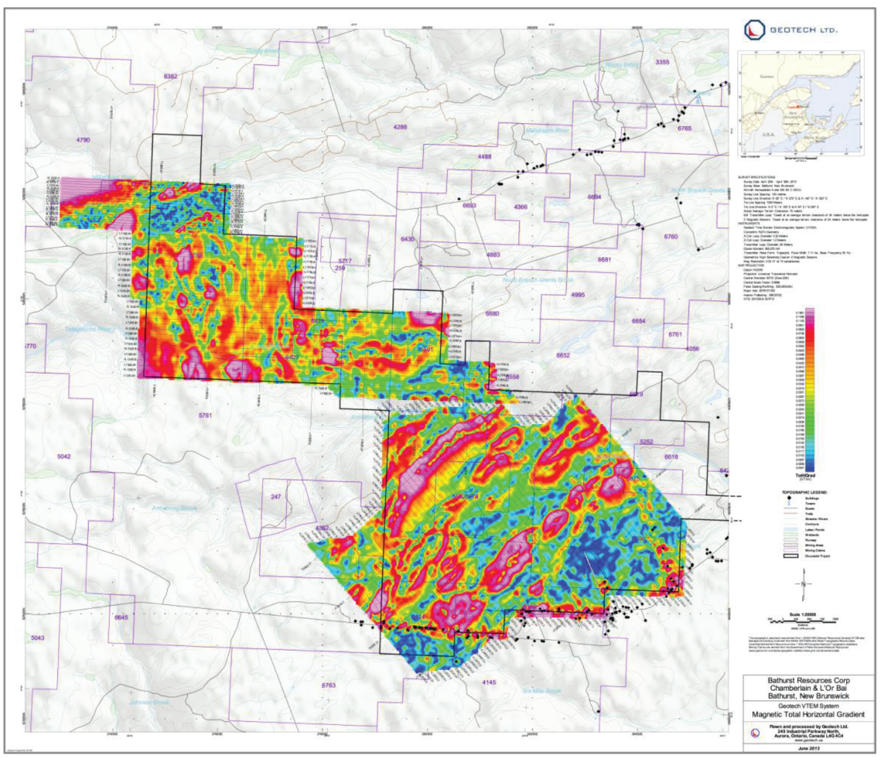


Figure 17 Magnetic Total Horizontal Gradient

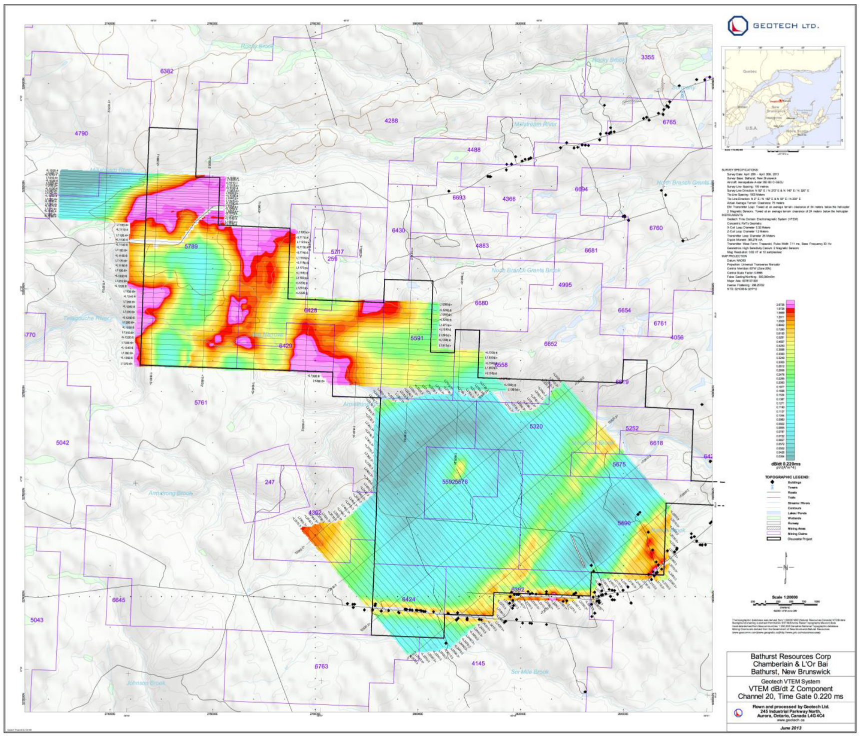


Figure 18 VTEM Channel 20, Time Gate 0.220 ms

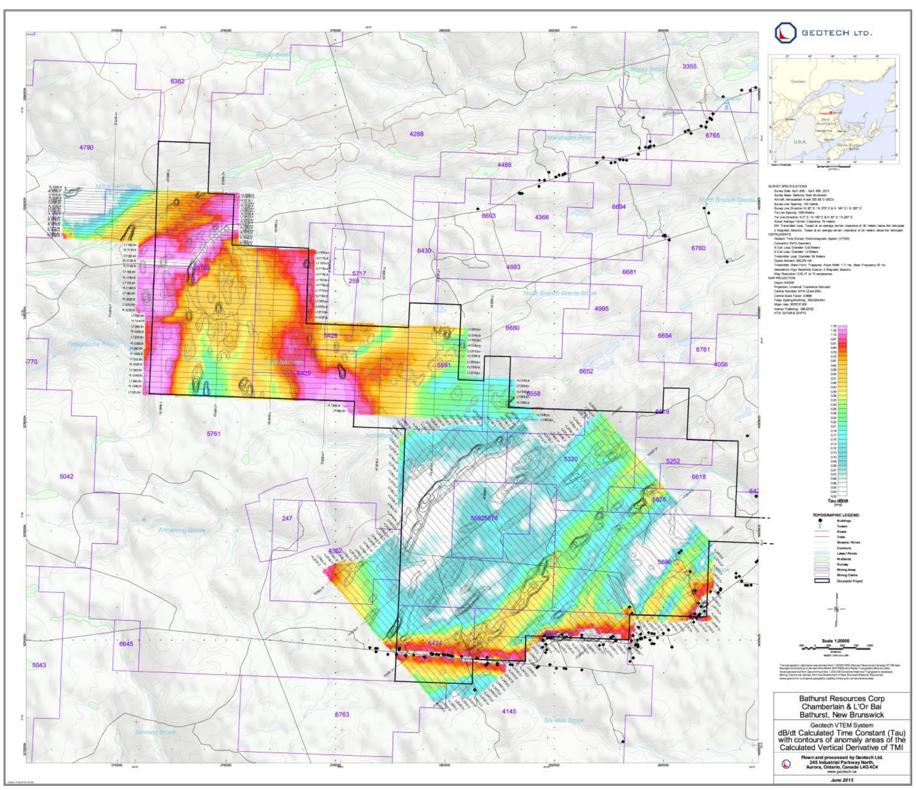


Figure 19 VTEM Calculated Time Constant with Vertical Derivative of TMI

Figure 19 VTEM Calculated Time Constant with Vertical Derivative of TMI

Drilling

Bathurst has not performed any drilling on the Gloucester Project to date.

Sample Preparation, Analyses and Security

Bathurst has not collected nor analyzed any samples from the Gloucester Project to date.

Data Verification

Airborne Geophysical Survey

Bathurst commissioned an airborne geophysical survey of the Gloucester Project. The authors have reviewed the data provided by Geotech Ltd. for the electromagnetic (VTEMplus) and horizontal magnetic gradiometer survey conducted in April, 2013. This data is presented in Section 9.0. An in depth data interpretation was not requested or completed, however, Bathurst has plans to commission one in the near future. The authors are satisfied that the current data is adequate for the purposes used in this technical report.

Verification of Historic Mineralization

As part of the data verification process, the authors completed a 3-day field visit to the Gloucester Project on May 15, 16 and 17, 2013 as well as reviewed data at the Department of Natural Resources in Bathurst and had discussions and data review with persons knowable on the Project, in particular, P. Gummer. The authors visited and sampled most of the sites outlined by previous workers (Prospectors) with the purpose of confirming mineralization and recently discovered and significant geological features. Geo-prospecting by the Prospectors has identified 8 Target areas on the Gloucester Project (Figure 15 and 20). The authors visited 7 of these Targets during the property visit as well as the geologically significant areas within the Project. Nineteen samples were collected from the Project and sent for analysis to Activation Laboratories in Ancastor, Ontario which is an ISO 17025 certified lab. One Certified Reference Material was included and returned values within acceptable limits. The samples were kept in the possession of the authors until delivery to the Activation Laboratories Prep Lab in Sudbury, Ontario. The sample descriptions and analytical results are listed in Table 18.

Assay results of some of the historic samples collected by the Prospectors are included in this section for confirmation and comparison.

The authors have confirmed the presence of VMS boulders and pyrite facies VMS outcrop as well as newly located and significant geological features. The authors are satisfied that the Prospectors' documentation of these features and occurrences as well as their assay results is valid and adequate for the purposes of this report.

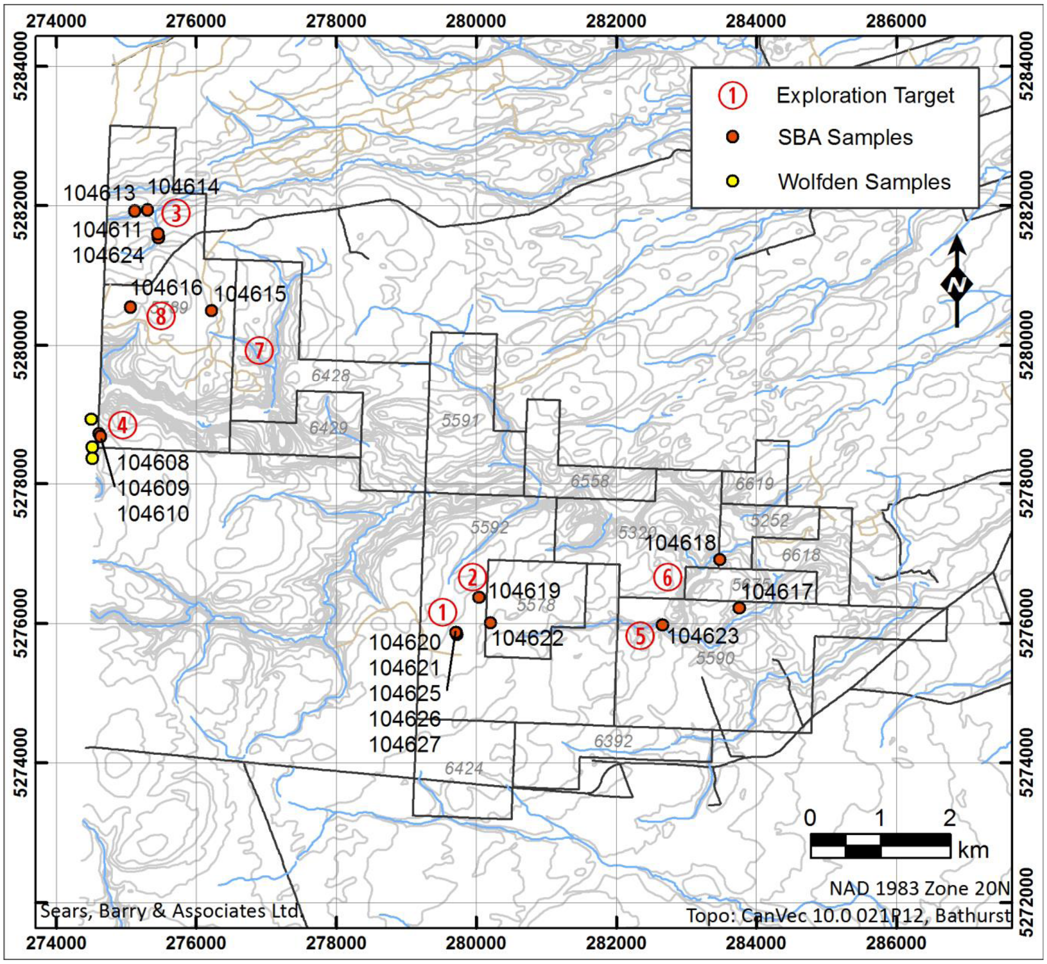


Figure 20 SBA Data Verification Samples

Table 13 Samples Collected by SBA

Samples Collected by Sears Barry and Associates Limited									
Sample #	**Easting**	**Northing**	**Sample Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
104608	274607	5278718	oc: felsic tuff, pale greenish, v. minor py, v. fine grained , scattered qtz crystals (<10%) and ghosts of feldspar crystals.	0.0093	0.0003	0.0027	0. 1	0.029	< 1
104609	274636	5278684	oc: fine cherty tuff, light grey, in contact with dolomite N-S, 60°E.	0.0003	0.0001	0.0001	0.08	0.011	< 1
104610	274634	5278682	oc: dolomite, massive fine grained, grey-buff color.	0.0006	0.0009	0.0003	0.07	< 0.005	< 1
104611	275459	5281547	angular boulder: massive sulphide, grey, dominantly py, fine grained py in silica, weathers medium buff color.	0.2130	0.3950	0.3820	167	1.200	15
104612	Certified Reference Material CDN-HZ-3			3.2100	0.6900	0.5720	30.8	0.061	<2
104613	275117	5281927	grey, qtz porphyry tuff (30% qtz eyes and broken qtz crystals)	0.0068	0.0040	0.0028	3.09	0.005	< 1
104614	275307	5281941	angular boulder: quartz- ankerite-fuchsite, light grey with darker grey and buff colored patches, irregular qtz veins and veinlets and patches of fuchsite.	0.0075	0.0005	0.0027	1.11	< 0.005	< 1
104615	276218	5280495	felsic tuff, grey, strongly foliated, 5-10% pyrite	0.0051	0.0051	0.0020	0. 5	<0.005	1
104616	275059	5280547	angular boulder: felsic volcanic, fine grained, grey, angular qtz phenocrysts, 20% py.	0.0158	0.0024	0.0022	0.45	0.012	1
104617	283755	5276222	qtz-ankerite-fuchsite, aspy crystals, py, galena.	0.0213	0.0004	0.0011	0.31	2.160	3

104618	283482	5276916	cherty rhyolite, dark grey.	0.0007	0.0006	0.0011	0.18	0.005	< 1
104619	280034	5276375	small angular VMS boulder: fine grained	2.4100	3.7400	2.6600	242	1.260	1720
104620	279712	5275872	1500 lb angular VMS boulder: fine grained	2.8900	2.2500	0.2320	127	0.194	1030
104621	279710	5275870	2 small angular boulders of 22: fine grained	2.1900	2.1000	0.4480	129	0.720	942
104622	280201	5276003	oc: mafic volcanic, chloritic, 5% py.	0.0218	0.0121	0.0062	5.09	< 0.005	2
104623	282657	5275975	oc: 2' wide , vine grained, grey, mainly py.	0.0116	0.0129	0.0080	1.76	< 0.005	3
104624	275449	5281601	1000 lb angular boulder: fine grained, finely laminated and crenulated, py, sph, galena.	8.9500	2.8700	0.1830	143	0.531	885
104625	279726	5275841	boulder: sericite schist, fine crystalline quartz eyes, anastomosing sericite layers, finely banded, 3% py.	0.0337	0.0161	0.0016	5.24	0.015	4
104626	279716	5275864	basal till smear	0.0220	0.0071	0.0034	1.53	0.006	< 1
104627	279710	5275868	basal till smear	0.0101	0.0036	0.0042	0.76	< 0.005	< 1

Target 1

Location: 279712E and 5275872N, NAD 83, Zone 20N on CB 5592 of the L'Or Bai Property.

It consists of a very large tabular VMS boulder estimated to weigh 680 kg (1500 lbs) in Pleistocene basal (lodgement till). The surrounding till contains additional weathered gossany specks up to cm size. Twenty-two small boulders, up to 40 kg, were dug out of the till directly below the 680 kg boulder. This occurrence constitutes a VMS smear indicating a nearby at-surface source. The road appears to have been built from material dug out of the road ditches and placed on the road. There does not appear to be any foreign road fill in this area. Outcrop/subcrop of exhalite/felsic volcanic occurs close by. The VMS boulder is nonconductive. Sampling by SBA has confirmed results reported by the Prospectors. See Table 14.

Table 14 Analatical Results for Target 1

Analytical Results for Target 1							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
Prospectors	VMS boulder (680 kg)	2.9300	6.2700	0.3800	315	0.89	1800
SBA 104620	680 kg angular boulder: VMS, fine grained	2.8900	2.2500	0.2320	127	0.19	1030
SBA 104621	2 small angular boulders of 22: VMS, fine grained	2.1900	2.1000	0.4480	129	0.72	942
SBA 104625	boulder: sericite schist, fine crystalline quartz eyes, anastomosing sericite layers, finely banded, 3% py.	0.0337	0.0161	0.0016	5.24	0.02	4
SBA 104626	basal till smear	0.0220	0.0071	0.0034	1.53	0.01	< 1
SBA 104627	basal till smear	0.0101	0.0036	0.0042	0.76	<0.005	< 1

Tabular boulder of VMS weighing approximately 680 kg (1500 lbs)

VMS boulder

Smear in lodgement till

Target 2

Location: 280034E and 5276375N, NAD 83, Zone 20N on CB 5592 of the L'Or Bai Property.

Target 2 is a second VMS smear and occurs 1 km north-northeast of Target 1 and also in close proximity of the exhalite/felsic volcanic. A small trench exposed the basal till from which > 60 VMS boulders up to 40 kg (90 lbs) from approximately 1 cubic m of till. These boulders are nonconductive. See Table 15.

Table 15 Analytical Results for Target 2

Analytical Results for Target 2							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
Prospectors	VMS boulder from 1 m^3 of basal till	21.1	5.84	0.43	157	0.562	2700
SBA 104619	small angular boulder: VMS, fine grained from 1 m^3 of basal till	2.41	3.74	2.66	242	1.26	1720

S.Sears and D. Frenette at remainder of collection of boulders from 1m^3 of basal till

Boulder from 1 m^3 of basal till

Target 3

Location: 275449E and 5281601N, NAD 83, Zone 20N on CB 5789 of the Chamberlain Property.

Several VMS boulders, one weighing approximately 450 kg (1000 lbs), occur in Holocene gravels in a gulch stream bed with associated Spruce Lake Formation exhalite and felsic volcanic. The boulders of VMS, exhalite and felsic volcanic are angular and are likely proximal to their bedrock source. See Tables 16 and 17.

Table 16 Analytical Results for Target 3

Analytical Results for Target 3							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
Prospectors	VMS boulder in stream 450 kg (1000 lb)	8.93	4.01	0.23	123		
SBA 104624	450 kg (1000 lb) angular boulder: VMS, fine grained, finely laminated and crenulated, py, sph, galena.	8.95	2.87	0.18	143	0.531	885
SBA 104611	angular boulder: massive sulphide, grey, dominantly py, fine grained py in silica, weathers medium buff color.	0.21	0.40	0.38	167	1.2	15

Target 3a

Location: 275307E and 5281941N, NAD 83, Zone 20N on CB 5789 of the Chamberlain Property.

Table 17 Analytical Results for Target 3a

Analytical Results for Target 3a							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
SBA 104613	grey, qtz porphyry tuff (30% qtz eyes and broken qtz crystals)	0.01	0.00	0.00	3.09	0.005	< 1
SBA 104614	angular boulder: quartz-ankerite-fuchsite, light grey with darker grey and buff colored patches, irregular qtz veins and veinlets and patches of fuchsite.	0.01	0.00	0.00	1.11	<0.005	< 1

Large quartz vein outcrop occurs in a roadbed on the Rocky Brook Millstream Fault with quartz-ankerite-fuchite. Numerous quartz-ankerite-fuchite boulders were found in the stream valley, downhill from the roadbed outcrop.

#3 Remainder of 450 kg (1000 lbs) VMS boulder, I-r, G. Roy, S. Sears, P. Gummer

#3a Quartz-Ankerite-Fuchite boulder downhill from the Rocky Brook Millstream Fault

Target 4

Location: 274636E and 5278684N, NAD 83, Zone 20N on CB 5789 of the Chamberlain Property.

Target 4 is located on the southwest corner of the Chamberlain Property adjacent to the boundary of Armstrong Brook Property owned by Wolfden Resources Coproration (Wolfden). It consists of massive dolomite in contact with an exhalite (fine cherty tuff). The contact strikes N-S and dips 60°E. Wolfden has reported, in a March 20, 2013 press release, assays of angular VMS boulders directly downhill from Target 4 with assays up to 13.7% Zn, 6.07% Pb, 0.128% Cu, 103 g/t Ag and 0.481 g/t Au. (press release: WLF 1). Lithologies dip east in this area. There is a good possibility that the source of these angular boulders is nearby and that they likely dip onto the Bathurst Resources, Chamberlain Property. The Prospectors did not assay any samples from this Target. See Table 18.

Table 18 Analytical Results for Target 4

Analytical Results for Target 4							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
SBA 104608	oc: felsic tuff, pale greenish, v. minor py, v. fine grained , scattered qtz crystals (<10%) and ghosts of feldspar crystals.	0.0093	0.0003	0.0027	0.1	0.029	< 1
SBA 104609	oc: fine cherty tuff, light grey, in contact with dolomite N-S, 60°E.	0.0003	0.0001	0.0001	0.08	0.011	< 1
SBA 104610	oc: dolomite, massive fine grained, grey-buff color.	0.0006	0.0009	0.0003	0.07	<0.005	< 1

Massive dolomite overlain by exhalite / fine cherty tuff; contact strikes N-S and dips 60° E

Target 5

Location: 282657E and 5275975N, NAD 83, Zone 20N on CB 5590 of the L'Or Bai Property.

Target 5 consists of pyrite facies VMS outcrop and numerous VMS boulders downstream in Holocene gravels along a stream bed. In close proximity to the VMS outcrop are boulders of cherty rhyolite breccia with chalcopyrite, bornite and pyrite disseminations and veining. See Table 19.

Table 19 Analytical Results for Target 5

Analytical Results for Target 5							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
Prospectors	oc; pyrite facies VMS	0.04	0.24	0.011	<	0.021	
Prospectors	Cluster of boulders 400 m downstream from outcrop	5.84	0.87	0.2	32		
SBA 104623	oc: 0.7 m wide VMS, fine grained, grey, mainly py.	0.0116	0.0129	0.0080	1.76	<0.005	3

Outcrop of pyrite facies VMS

Target 6

Location: 282902E and 5276305N, NAD 83, Zone 20N on CB 5320 of the L'Or Bai Property.

Target 6 consists of outcrop of pyrite facies VMS in contact with rusty weathering silicified mafic volcanics. The outcrop shown in photos below appears to be on the nose of a fold with fracture cleavage at a high angle to the bedding/banding. Bedding/banding strikes 200°S and dips 10°W. No sample was collected by the authors at this site due to the difficult access. See Table 20.

Table 20 Analytical Results for Target 6

Analytical Results for Target 6							
Sample	Description	Zn %	Pb %	Cu %	Ag g/t	Au g/t	Sn g/t
Prospectors	Outcrop pyrite facies VMS	0.022	0.0116	0.0051	<	<	

< = less than detection limit

S. Sears at cliff face. Window in silicified mafic volcanic rock showing contact with VMS

Close up of VMS (massive pyrite) showing in window of rusty, silicified mafic volcanics

Target 7

This area was not visited by the authors nor were any samples from this Target analyzed by the authors. The authors did visit a felsic volcanic unit near this location. This Target is located on CB 6428 on the Chamberlain Property. Assay from the Prospectors' VMS sample ran 13.6% Zn and 4% Pb.

Target 8

Location: 275059E and 5280547N, NAD 83, Zone 20N on CB 5789 of the Chamberlain Property.

One VMS boulder was discovered in a limestone/dolomite sinkhole. No sample was collected by the authors at this location. Assay from the Prospectors' sample ran 1.2% Zn, 4.09% Pb, 0.32% Cu and 0.57 g/t Au.

Sinkhole in limestone/dolomite

VMS boulder from side wall of sinkhole

Vienneau Property

Location: 280201E and 52760003N, NAD 83, Zone 20N on CB 5578 of the Vienneau Property.

There is an isolated AEM target centered on the Vienneau Property but no exploration has been carried out by the Prospectors. The authors collected one sample from outcrop of sheared, chloritic mafic volcanic with 2% pyrite. See Table 21.

Table 21 Analytical Results for Vienneau Property

Analytical Results for Vienneau Property							
Sample	Description	Zn %	Pb %	Cu %	Ag g/t	Au g/t	Sn g/t
SBA 104622	outcrop of sheared, chloritic mafic volcanic, 2% py	0.02	0.01	0.01	5.09	<0.005	2

Mineral Processing and Metallurgical Testing

There has been no mineral processing research or metallurgical testing done on the Gloucester Project.

Mineral Resource

There are no Mineral Resource Estimates for the Gloucester Property.

Mineral Reserve Estimates

Not applicable

Mining Methods

Not applicable

Recovery Methods

Not applicable

Project Infrastructure

Not applicable

Market Studies and Contracts

Not applicable

Environmental Studies, Permitting and Social Community Impact

Not applicable

Capital and Operating Costs

Not applicable

Economic Analysis

Not applicable

Adjacent Properties

There are 45 known VMS deposits located within the Bathurst Mining Camp and within a 30 km radius of the Gloucester Project (Goodfellow and McCutcheon, 2003). Figure 21 shows the location of about half of these deposits with the closest deposits to the Project labeled directly on the map. One additional deposit, the Hachey, is also included. With the exception of Hachey, all of these deposits are spatially associated with felsic volcanic rocks and all are considered to have been deposited on the ocean floor during a 12 – 14 Ma period of hydrothermal activity during the Ordovician Period. Table 22 shows the global resources for some of the deposits in the BMC.

Table 22 Global Resources of Selected Adjacent Properties

Global Resources of Selected Adjacent Properties						
Deposit	Tonnes	Zn %	Pb %	Cu %	Ag g/t	Source of Estimates
Brunswick No. 12	163,000,000	10.41	4.17	0.34	115	McCutcheon and Walker, 2009
Brunswick No. 6	18,590,000	4.08	1.59	0.45	55	Goodfellow and McCutcheon, 2003
Armstrong A Zone	3,377,000	2.26	0.42	0.29	25	McCutcheon and Walker, 2009
Armstrong B Zone	540,000	1.10	0.23	0.67	14	Goodfellow and McCutcheon, 2003
Rocky Turn	131,000	8.43	2.69	0.28	101	McCutcheon and Walker, 2009
Caribou Mine	69,490,000	4.29	1.60	0.51	51	Goodfellow and McCutcheon, 2003
Heath Steel B	69,900,000	5.96	0.89	0.74	93	Goodfellow and McCutcheon, 2003

The authors have been unable to verify the information summarized in Table 22. The mineralized tonnes reported on the Adjacent Properties are not necessarily indicative of the mineralization on the Gloucester Project.

The largest known VMS deposit in the BMC is the Brunswick No. 12, located 12 km south of the eastern end of the L'Or Bai Property. The estimated global geological resources at Brunswick No. 12 are reported to have been 229.76 Mt grading 3.01% Pb, 7.66% Zn, 0.46% Cu and 91 g/t Ag (Goodfellow and McCutcheon, 2003) of which 163 Mt of higher grade material were mined. The Brunswick No. 12 deposit is associated with local mudstone horizons hosted within felsic volcanic and volcaniclastic rocks of the Nepisiguit Falls Formation, Tetagouche Group. The host horizon is commonly referred to as the Brunswick Horizon. The Tetagouche Group rocks, including the Nepisiguit Falls Formation, pass through the eastern end of the L'Or Bai Property.

The favourable felsic volcanic member of the Nepisiguit Falls Formation is shown on published geological maps to occur approximately 1 km northeast of the L'Or Bai and 6 km to the south. The felsic volcanic rocks, however, are not noted within the Gloucester Project area on published geological maps.

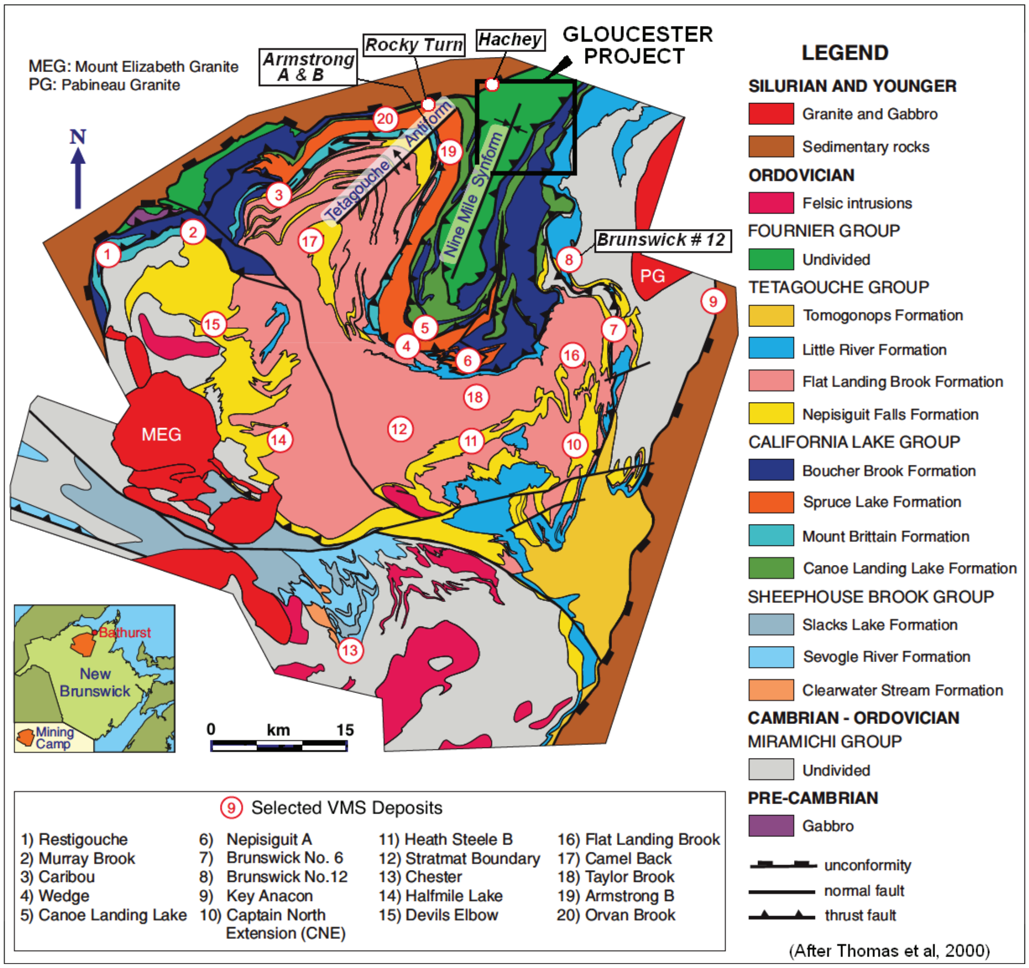


Figure 21 Adjacent Properties Map – Bathurst Mining Camp

The nearest known deposits include the Armstrong 'A' deposit, 4 km southwest of the Project, the Armstrong 'B' deposit, 6 km southwest of the Project and the Rocky Turn deposit, 5 km west of the Project. All three of these deposits are hosted by felsic volcanic and interlayered sedimentary rocks of the Spruce Lake Formation, California Lake Group but in close proximity to the mafic volcanic rocks. Although the general geological setting on the Gloucester Project is similar to that in other parts of the BMC, the stratigraphy on the Project is somewhat different. The principal difference is the relative volume of felsic volcanic rocks to mafic volcanic and sedimentary rocks is considerably lower within the Gloucester Project. The depositional environment in the area of the Project included locally deeper water, seafloor vent and sea-mount style of volcanism.

The Halfmile Lake deposit of Trevali Mining Corporation is located 40 km southwest of the Project. Trevali plans full production at the Halfmile Lake deposit in 2014 (Trevali website). The NI 43-101 resource estimate is outlined in Table 23.

Table 23 Halfmile Lake Mineral Resource Estimate 2009

Halfmile Lake Mineral Resource Estimate 2009						
Category	**Tonnes**	**Pb %**	**Zn %**	**Cu%**	**Ag g/t**	**Source of Estimate**
Indicated	6,626,100	8.13	2.58	0.22	30.78	

Inferred	6,078,200	6.69	1.83	0.14	20.51	Daigle et al, 2009

The parameters used in this resource estimate are reproduced from the NI 43-101 report on the Halfmile Lake deposit by Daigle et al, (Wardrop), 2009:

Mineral resources which are not mineral reserves do not have demonstrated economic viability;

The resources were compiled at a cut-off grade of 5% Zinc Equivalent (ZNEQ). An average specific gravity of 3.48 g/cm3 was used for the mineralized zones. Resources were estimated using Gemcom GEMS 6.1.4 Resource Evaluation Edition software package with a 5m x 5m x 5m block size.

Capping levels were set at 27% for Zn, 4% for Cu, 9% for Pb, and 200 g/t for Ag. Sample composite intervals of 1.5 m were utilized.

SBA has been unable to verify the information relating to the Halfmile Lake deposit and the information is not necessarily indicative of the mineralization on the Gloucester Project.

The Hachey Zn-Pb-Ag deposit, currently held by Puma Resources is located 5.5 km northeast of the Project along the Rocky Brook-Millstream Fault zone. This deposit was originally considered to be within the Nepisiguit Falls Formation, Tetagouche Group, and was considered to be a typical BMC massive sulphide deposit (Skinner, 1974), one that had been deformed by tectonics along the Rocky Brook – Millstream fault. The host rocks are more recently described as being part of the Millstream Formation of the Fournier Group (van Staal, 1995b) and the mineralization is considered to be vein type (Turcotte and Pelletier, 2008). A 2008 NI 43-101 compliant resource estimate for the Hachey deposit is outlined in Table 24.

Table 24 Hachey Deposit Mineral Resource Estimate 2008

Hachey Deposit Mineral Resource Estimate 2008						
Category	**Tonnes**	**Pb %**	**Zn %**	**Ag g/t**	**Au g/t**	**Source of Estimate**
Indicated	181,000	1.11	2.03	158.31	0.81	Turcotte and Pelletier, 2008
Inferred	167,000	1.02	1.69	84.58	0.40	

The parameters used in this resource estimate are reproduced from the NI 43-101 report on the Hachey Zone by Turcotte and Pelletier, 2008:

Mineral resources which are not mineral reserves do not have demonstrated economic viability;

The resources were compiled at a cut-off grade of 1 ZNEQ%. Fixed densities of 2.82, 2.95, 2.98 and 2.99 g/cm3 were used for the mineralized zones, and 2.70 g/cm3 for the waste. All the drill hole intercepts were calculated at a minimum of 4m true thickness using the grade of the adjacent material when assayed, or a value of zero when not assayed;

No high-grade assays were cut for any of the zones;

The company is not aware of any known environmental, permitting, legal, title, taxation or other relevant issues that could materially affect the mineral resource estimate.

SBA has been unable to verify the information relating to the Hachey deposit and the information is not necessarily indicative of the mineralization on the Gloucester Project.

The Armstrong Brook property of Wolfden Resources Corporation is contiguous to the Gloucester Project on the west and south sides of the Chamberlain Property and to the west of the L'Or Bai Property. Wolfden has released assay results for three high-grade VMS boulders (see Target 4 in Section 12.2.4) located in a steep valley immediately to the west of the southwest boundary of the Chamberlain Property (press release: WLF 1). The arithmetic average grade of the boulders, described as being layered VMS boulders up to 680 kg (1500 lbs) is: 10.83% Zn, 5.46% Pb, 0.34% Cu, 161 g/t Ag and 0.58 g/t Au (Figure 15). Wolfden has also reported numerous clusters of high-grade VMS boulders, over an extensive area, in close proximity to the contact of the Sormany mafic volcanics and the Millstream sediments (press releases: WLF 1, 2 and 3).

The source of these boulders has not been located, but there is a strong possibility that the source horizon extends onto the Chamberlain Property since the rocks in the immediate area dip towards the east. It should be cautioned that the source of these boulders has not been found and there is no assurance that any mineralized horizon will extend on to the Gloucester Project. The authors have been unable to verify the Wolfden information and it is not necessarily indicative of mineralization on the Gloucester Project.

Other Relevant Data and Information

As of the date of this Filing Statement, there is no other relevant data or information to report.

Recommendations

A multiphased follow-up work program is highly recommended. The first phase of exploration should include processing and interpretation of the recently completed airborne geophysical survey; ground follow-up of high priority target areas defined by this survey and follow-up on the 8 Targets outlined by the Prospectors as well as any high priority targets identified by the results of the recent airborne geophysical survey. This work should include establishing detailed grids over each of the Targets, followed by geological mapping, prospecting, soil geochemistry and ground geophysics (Mag, VLF-EM and IP) surveys. A modest allocation of time and budget should be directed towards understanding the Project scale geology and its relationship with the regional geology of the BMC. This will involve limited petrological studies and age dating of various rock units. This work program is estimated to cost approximately CDN$500,000 as outlined in Table 25, Phase I Budget.

Table 25 Phase I Budget

Phase I - BUDGET					
Description	Unit Value		CDN$	CDN$
	# Units	Unit Cost		
Airborne Geophysical Survey				
VTEM Survey – Processing & Interpretation	1	35,000	35,000	
Total Airborne Geophysical Survey			35,000	35,000
Ground Surveys and Assaying				
Ground Mag & VLF- EM surveys & Grid	45	1,000	45,000	
IP Surveys	45	2,000	90,000	
Prospecting	150 days	350	52,500	
Geological mapping	60	600	36,000	
Analytical costs (rocks)	200	55	11,000	
Analytical costs (soil)	2,500	35	87,500	
Total Ground Surveys and Assaying			322,000	322,000
Support Costs				
Field Office (rent, associated costs, consumables)	1 year	28,000	28,000	
Drafting, Plotting etc.	estimate	30,000	30,000	
Hardware, software, supplies	estimate	11,500	11,000	
Transportation (vehicle, fuel, mileage, etc)	200 days	125	25,000	
Supervision & Reporting	estimate	25,000	25,000	
Total Support Costs			119,000	119,000
Contingency and Administration	@ 5%		24,000	24,000
TOTAL PHASE 1				**$500,000**

The second phase is contingent upon positive results of the first phase. It should be directed towards stripping and drill testing of the highest priority targets defined by the first phase as well as to define and prioritize targets that were not evaluated by the first phase. This program is estimated to cost $1,176,000 as summarized in Table 26, Phase II Budget.

Table 26 Phase II Budget

PHASE I I - BUDGET				
Description	Unit Value		CDN$	CDN$
	# Units	Unit Costs		
Stripping (excavator & hydraulic)				
Excavator 30 days	300 hours	$100	30,000	
Support Crew (cleaning, sampling)	100 mandays	$250	25,000	
Saws, Pump, Rentals, Consumables		$10,000	10,000	
Subtotal - Stripping			***$65,000***	***$65,000***
Drilling				
Drilling including mob/demob	5,000	$120	600,000	
Logging, sampling	120 crew days	$1,200	144,000	
Core storage, logging shack, consumables		$30,000	30,000	
Subtotal - Drilling			***$774,000***	***$774,000***
Geological, Prospecting, Supervision, Analytical				
Geology and Prospecting (3 months)	80 crew days	$1,000	80,000	
Assaying 1,000 rocks	1,000	$50	50,000	
Soil Analysis	1,000	$35	35,000	
Subtotal - Geological, Prospecting etc.			***$165,000***	***$165,000***
Support Costs				
Vehicles, 2 for 6 months	360 vehicle days	$100	36,000	
Fuel, miscellaneous	360 vehicle days	$50	18,000	
Field office (all inclusive)	1 year	$28,000	28,000	
Supervision	100 days	$600	60,000	
Miscellaneous Consumable		**30,000**	$30,000	
Subtotal Support Costs			***$172,000***	***$172,000***
ContingencyandOverhead	@ 10%			
TOTAL PHASE II				**$1,176,000**

Selected Consolidated Financial Information and Management's Discussion and Analysis

Annual Information

The following table sets forth selected financial information of Bathurst for the financial year ending August 31, 2013, its only financial year. This selected financial information is derived from, and is qualified in its entirety by reference to Bathurst's audited financial statements for the period from April 5, 2013 (date of incorporation) to August 31, 2013, included in Appendix "C" to this Filing Statement.

Selected Financial Information	Period ended August 31, 2013 (audited)
Net Sales	Nil
Income (loss) from operations	($97,947)
Net Income (Loss)	($97,947)
Net Loss per share (basis and fully diluted)	($0.01)
Total Assets	$281,369
Total Liabilities	$34,266
Cash Dividends declared per Share	Nil

Selected Financial Information	Period ended August 31, 2013 (audited)
capitalized or expensed exploration and development costs	$204,284
expensed research and development costs	Nil
deferred development costs	Nil
office and general expenses	$2,895
professional fees	$95,052

As of August 31, 2013, Bathurst had not implemented any changes in accounting policy, except as required for implementation of IFRS, and declared no cash dividends.

Management's Discussion and Analysis

Bathurst's management discussion and analysis for the period ended August 31, 2013 is included in Appendix "D" to this Filing Statement.

Trends

Bathurst has not generated operating revenue since incorporation. Management anticipates that Bathurst will experience net losses as a result of ongoing exploration and general corporate and administrative costs and expenses until such time as revenue generating activity is commenced.

Bathurst's future financial performance is dependent on many external factors. Both the prices of and the markets for gold are volatile, difficult to predict and subject to changes in domestic and international political, social and economic environments. These circumstances and events could materially affect the future financial performance of Bathurst.

Bathurst is not currently aware of any trends, events or uncertainty, that reasonably can be expected to have a material adverse effect on Bathurst's business, financial condition, or results of operations other than as described in this Filing Statement and, in particular, under the heading "Risk Factors".

Description of Securities

Bathurst is authorized to issue an unlimited number of common shares without nominal or par value and an unlimited number of special shares, issuable in series. As at the date hereof, 15,000,000 Bathurst Shares are issued and outstanding as fully paid and non-assessable. As of the date of this Filing Statement, there are no issued and outstanding special shares. The right to transfer Bathurst shares are restricted in that no shareholder of Bathurst Shares is entitled to transfer any share without either: (i) the previous consent of the directors expressed by a resolution passed by the board of directors or by an instrument in writing signed by a majority of the directors or (ii) the previous consent of the holders of at least 51% of the shares of that class for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument in writing signed by such shareholders.

The holders of Bathurst Shares are entitled to receive notice of and to attend all meetings of the shareholders of Bathurst, except meetings at which only holders of other classes or series of shares are entitled to attend, and have one vote per share at meetings of the shareholders of Bathurst. Holders of Bathurst Shares are entitled to dividends, if, as and when declared by the board of directors and, upon liquidation, dissolution or winding-up of Bathurst, to share equally in such assets of Bathurst as are distributable to the holders of Bathurst Shares.

Consolidated Capitalization

Designation of Security	Amount Authorized	Amount Outstanding as of August 31, 2013	Amount Outstanding as of the date hereof
Common Shares(1)	unlimited	11,900,000	15,000,000

Notes:
(1) In addition, 5,866,658 Bathurst Shares are reserved for issuance pursuant to the L'Or Bai and Chamberlain Option Agreement.

As at August 31, 2013, Bathurst's balance sheet disclosed a deficit of $97,947.00.

Prior Sales

The following Bathurst Shares have been issued from treasury since April 5, 2013 (date of incorporation):

Date Issued	Number of Bathurst Shares	Issue Price Per Security	Aggregate Issue Price	Nature of Consideration
April 5, 2013	2	$0.000001	$0.000002	Cash
April 6, 2013	4,999,998	$0.000001	$49.98	Cash
June 4, 2013	6,900,000(1)	$0.05	$345,000.00	Cash
September 10, 2013	1,000,000(2)	$0.05	$50,000.00	Cash
September 17, 2013	2,100,000	$0.05	$105,000.00	Cash
	15,000,000		**$500,050.00**	

Notes:
(1) 5,000,000 shares issued as "flow-through" shares pursuant to the Tax Act.
(2) 400,000 shares issued as "flow-through" shares pursuant to the Tax Act.

Stock Exchange Price

None of the securities of Bathurst are, or have been, posted for trading on any stock exchange.

Executive Compensation

Overview

The board of directors of Bathurst is responsible for setting the overall compensation strategy of Bathurst and evaluating and making determinations for the compensation of its directors and executive officers. The board of directors annually reviews and determines base salary, incentive compensation and long-term compensation for Bathurst's directors and executive officers.

Objectives of Compensation Program

It is the objective of Bathurst's compensation program to attract and retain highly qualified executives and to link incentive compensation to performance and shareholder value. It is the goal of the board of directors to endeavour to ensure that the compensation of executive officers is sufficiently competitive to achieve the objectives of the executive compensation program. The board of directors gives consideration to Bathurst's performance as well to the qualitative aspects of the individual's performance and achievements.

Base Salaries and Benefits

The salary of the executive officers of Bathurst is believed to be similar to, or less than, salaries provided in comparable companies. No personal benefits are granted to the executive officers of Bathurst and no objective or subjective bonus has been contemplated.

Stock Options

Bathurst does not have a stock option plan and has not granted any incentive stock options since incorporation.

Summary Compensation Table

The following table sets forth information concerning the total compensation paid to the only executive officer of Bathurst for the period from April 5, 2013 (date of incorporation) to August 31, 2013:

				Non-equity incentive plan compensation ($)				
Name and principal position	**Salary ($)**	**Share-based awards ($)**	**Option-based awards ($)**	**Annual incentive plans**	**Long term incentive plans**	**Pension value ($)**	**All other compen-sation ($)**	**Total compen-sation ($)**
Carl Di Placido[1] (President, CEO and Secretary-Treasurer)	Nil	N/A	N/A	N/A	N/A	N/A	Nil	Nil

Notes:
(1) Appointed President, CEO and Secretary-Treasurer on April 5, 2013.

Compensation of Directors

The two directors of Bathurst, Carl Di Placido and Raymond Mongeau, do not receive any compensation in their capacity as directors of Bathurst.

Management Contracts

There are no material agreements or arrangements under which management functions are performed by persons other than the officers or directors of Bathurst.

Non-Arm's Length Party Transactions

Bathurst has not completed any transaction with a Non-Arm's Length Party from the period of incorporation (April 5, 2013) to the date hereof.

Legal Proceedings

There are no legal proceedings material to which Bathurst is a party or which any of its property is the subject matter. Additionally, to the reasonable knowledge of the management of Bathurst, there are no such proceedings contemplated.

Material Contracts

Except for contracts entered into by Bathurst in the ordinary course of business, the only material contracts entered into by Bathurst in the previous year are the following:

(1) L'Or Bai and Chamberlain Option Agreement;

(2) Vienneau Option Agreement;

(3) Engagement Letter dated the 31st day of July, 2013, between Bathurst, Gideon and the Agent, in connection with the Private Placement;

(4) Letter Agreement;

(5) Amalgamation Agreement; and

(6) Professional Services Agreement between Bathurst and Peter Gummer, dated April 22, 2013.

A copy of the foregoing agreements will be available for inspection at the offices of McMillan LLP, Brookfield Place, 181 Bay Street, Suite 4400, Toronto, Ontario M5J 2T3 at any time during ordinary business hours until the completion of the Amalgamation and for a period of 30 days thereafter.

PART III – THE TRANSACTION

Structure

Pursuant to the Letter Agreement, Gideon and Bathurst agreed to combine their businesses. They subsequently agreed that the most effective means of achieving such goal was to complete a triangular amalgamation.

The amalgamation effectively provides for the acquisition of all of the outstanding equity interests of Bathurst by Gideon, indirectly through the Amalgamation Entity (a wholly owned Ontario incorporated subsidiary of Gideon) in a transaction in which Bathurst Shareholders will receive Gideon Shares and, if applicable, convertible securities of Gideon. As a result of the amalgamation of Amalgamation Entity and Bathurst, Gideon will become the sole beneficial owner of all of the outstanding shares of Amalgamated Corporation.

Pursuant to the Amalgamation Agreement between Gideon, Bathurst and the Amalgamated Entity, upon completion of the Amalgamation every one (1) Bathurst Share held by Bathurst Shareholders, who have not validly exercised their dissent rights, will be exchanged for one (1) Resulting Issuer Share.

The Amalgamation will result in Gideon issuing an aggregate of 15,000,000 Resulting Issuer Shares to the Bathurst Shareholders, up to 10,000,000 Resulting Issuer Shares to purchasers in connection with the Private Placement and 533,332 Resulting Issuer Shares pursuant to Bathurst's obligations under the L'Or Bai and Chamberlain Option Agreement. Following completion of the Amalgamation (assuming the Maximum Offering is achieved), 38,033,332 Resulting Issuer Shares will be outstanding, without giving effect to:

(i) options to purchase 350,000 Resulting Issuer Shares pursuant to the Gideon Options;

(ii) broker warrants to purchase 250,000 Resulting Issuer Shares pursuant to the Gideon Broker Warrants;

(iii) warrants to purchase up to 10,000,000 Resulting Issuer Shares pursuant to the Private Placement;

(iv) broker warrants to purchase up to 560,000 Resulting Issuer Shares as a result of the Broker's Warrants issued pursuant to the Private Placement;

(v) contractual obligations pursuant to the L'Or Bai and Chamberlain Option Agreement to issue up to 2,666,660 Optionor Future Shares to the L'Or Bai and Chamberlain Vendors. Pursuant to the L'Or Bai and Chamberlain Option Agreement the Resulting Issuer will be required to issue $80,000 worth of Resulting Issuer Shares (up to 533,332 Resulting Issuer Shares at a deemed price of $0.15 per share) to the L'Or Bai and Chamberlain Vendors, on each of the first to fifth anniversaries of the listing of the Resulting Issuer Shares on the Exchange, at a price per share equal to the greater of $0.15 or the VWAP of thirty (30) trading days prior to each anniversary;

(vi) contractual obligations pursuant to the L'Or Bai and Chamberlain Option Agreement to issue up to 333,333 Optionor Bonus Shares to the L'Or Bai Vendors. Pursuant to the L'Or Bai and Chamberlain Option Agreement the Resulting Issuer will be required to issue $50,000 worth of Resulting Issuer Shares (up to 333,333 Resulting Issuer Shares at a deemed price of $0.15 per share) to the L'Or Bai Vendors in the event of a discovery of a volcanic-hosted massive sulphide in-situ on the L'Or Bai Property assaying 5% lead-zinc-copper over a true width of greater than two metres, at a price per share equal to the greater of $0.15 and the VWAP of thirty (30) trading days prior to the notice of such discovery;

(vii) contractual obligations pursuant to the L'Or Bai and Chamberlain Option Agreement to issue up to 333,333 Optionor Bonus Shares to the Chamberlain Vendors. Pursuant to the L'Or Bai and Chamberlain Option Agreement the Resulting Issuer will be required to issue $50,000 worth of Resulting Issuer Shares (up to 333,333 Resulting Issuer Shares at a deemed price of $0.15 per share) to the Chamberlain Vendors in the event of a discovery of a volcanic-hosted massive sulphide in-situ on the Chamberlain Property assaying 5% lead-zinc-copper over a true width of greater than two metres, at a price per share equal to the greater of $0.15 and the VWAP of thirty (30) trading days prior to the notice of such discovery;

(viii) contractual obligations pursuant to the L'Or Bai and Chamberlain Option Agreement to issue up to 1,000,000 Optionor Bonus Shares to the L'Or Bai Vendors. Pursuant to the L'Or Bai and Chamberlain

Option Agreement the Resulting Issuer will be required to issue $150,000 worth of Resulting Issuer Shares (up to 1,000,000 Resulting Issuer Shares at a deemed price of $0.15 per share) to the L'Or Bai Vendors upon delineation of a one metric tonne or more mineral deposit consisting of 500,000 tonnes or more of a measured and indicated resource, plus a greater than 500,000 tonne of an inferred resource assaying greater than 5% zinc equivalent of zinc-lead-copper-silver on the L'Or Bai Property, at a price per share equal to the greater of $0.15 and the VWAP of thirty (30) trading days prior to the notice of such delineation; and

(ix) contractual obligations pursuant to the L'Or Bai and Chamberlain Option Agreement to issue up to 1,000,000 Optionor Bonus Shares to the Chamberlain Vendors. Pursuant to the L'Or Bai and Chamberlain Option Agreement the Resulting Issuer will be required to issue $150,000 worth of Resulting Issuer Shares (up to 1,000,000 Resulting Issuer Shares at a deemed price of $0.15 per share) to the Chamberlain Vendors upon delineation of a one metric tonne or more mineral deposit consisting of 500,000 tonnes or more of a measured and indicated resource, plus a greater than 500,000 tonne of an inferred resource assaying greater than 5% zinc equivalent of zinc-lead-copper-silver on the Chamberlain Property, at a price per share equal to the greater of $0.15 and the VWAP of thirty (30) trading days prior to the notice of such delineation.

Assuming the Maximum Offering is achieved, the former Bathurst Shareholders will own approximately 39.44% of the Resulting Issuer Shares, current Gideon Shareholders will hold approximately 32.87% of the Resulting Issuer Shares, purchasers under the Private Placement will hold approximately 26.29% of the Resulting Issuer Shares and the L'Or Bai and Chamberlain Vendors will hold approximately 1.40% of the Resulting Issuer Shares, pursuant to the L'Or Bai and Chamberlain Option Agreement. Accordingly, the Amalgamation will constitute a reverse takeover of Gideon, as defined by Exchange Policy 5.2 – *Changes of Business and Reverse Take-Overs*. Completion of the Amalgamation is conditional upon all necessary regulatory approvals, including the approval of the Exchange, and other conditions which are typical for a business combination transaction of this type.

Gideon has received conditional approval from the Exchange for the Amalgamation to constitute Gideon's Qualifying Transaction.

The Amalgamation is not a Non-Arm's Length Qualifying Transaction and is not a related party transaction. As a result, a meeting of Gideon Shareholders is not required as a condition to the completion of the Amalgamation.

The Exchange has exempted the Amalgamation from the Exchange's sponsorship requirements on the basis set out in section 3.4(a)(i) of Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

Private Placement

In conjunction with the Amalgamation, the Resulting Issuer is completing the Private Placement, which consists of a brokered private placement, through the Agent, of a minimum of 7,333,333 Private Placement Units (including at least $450,000 of Units) and a maximum of 10,000,000 Private Placement Units at a price of $0.15 per Unit and $0.17 per FT Unit, for aggregate gross proceeds of up to $1,500,000.

In connection with the Private Placement, the Agent is entitled to a cash commission equal to 8% of the aggregate gross proceeds from the sale of the Units to subscribers that they introduce to Gideon and Bathurst, and Broker Warrants equal to 8% of the number of Private Placement Units purchased by such subscribers.

Resulting Issuer

Following completion of the Amalgamation, Bathurst will be a wholly owned subsidiary of the Resulting Issuer.

The Resulting Issuer will be engaged in the business of Bathurst as described in this Filing Statement. See "*Information Concerning Bathurst*".

The board of directors of Gideon is currently comprised of Giuseppe Morra, Richard A. Meloff and Bill G. Calsbeck. The board of directors of the Resulting Issuer is expected to be comprised of the following five (5) persons: Raniero Corsini, Carl Di Placido, Raymond Mongeau, Philip Kelly and Rick Rogers.

The management team of the Resulting Issuer is expected to be comprised of the following individuals: Raniero Corsini (Chief Executive Officer) and Chris Carmichael (Chief Financial Officer and Corporate Secretary).

PART IV – INFORMATION CONCERNING THE RESULTING ISSUER

Corporate Structure

Name and Incorporation

Following completion of the Amalgamation, it is anticipated that (i) the Resulting Issuer's name will be Morgan Resources Corp. (or such other name as may be determined by the directors and found acceptable under the OBCA and the Exchange), (ii) the Resulting Issuer's registered and head office will be at 55 York Street, Suite 201, Toronto, Ontario M5J 1R7 (iii) the Resulting Issuer will continue to be governed by the OBCA, and (iv) the Resulting Issuer will be listed and posted for trading on the Exchange under the trading symbol "MOR".

Intercorporate Relationships

Following completion of the Amalgamation, Amalgamated Corporation will be a wholly owned subsidiary of the Resulting Issuer.

Description of the Business

Upon completion of the Amalgamation, the Resulting Issuer's business shall continue to be the business of Bathurst. See "*Information Concerning Bathurst – General Development of the Business*".

Stated Business Objectives and Milestones

Upon completion of the Amalgamation, the Resulting Issuer's business will be that of a predominantly New Brunswick based exploration and development company involved in the exploration of its volcanic-hosted massive sulphides properties. It is intended that the Resulting Issuer will be listed as a Tier 2 issuer on the Exchange. The Resulting Issuer's business will be to carry out exploration activities on the Gloucester Project in accordance with the recommendations contained in the Technical Report. See also "*Information Concerning Bathurst – General Development of the Business"* and a summary of the Technical Report elsewhere in this Filing Statement.

It is anticipated that Phase 1 of the exploration program described in the Technical Report will be completed within approximately 12 months of the completion of the Amalgamation. However, the timing will be dependent on a number of factors beyond the control of the Resulting Issuer including, but not limited to, weather conditions, timing and availability of permits and drill availability. Any additional exploration program will only be undertaken upon satisfactory completion of the exploration program described in the Technical Report. The Resulting Issuer's available funds will be sufficient to, among other things, complete the exploration program described in the Technical Report.

Exploration and Development

As stated above, the Resulting Issuer's primary business objective following completion of the Amalgamation will be to carry out exploration activities on the Gloucester Project in accordance with the recommendations contained in the Technical Report.

Description of Securities

The share structure of the Resulting Issuer will be the same as the share structure of Gideon and the rights associated with each Resulting Issuer Share will be the same as the rights associated with each Gideon Share. See "*Information Concerning Gideon – Description of Securities*".

Following the completion of the Amalgamation and Private Placement (assuming the Maximum Offering is achieved), 38,033,332 Resulting Issuer Shares will be outstanding, and 16,493,326 Resulting Issuer Shares will be reserved for issuance pursuant to convertible securities and contractual obligations (the Optionor Future Shares and Optionor Bonus Shares) pursuant to the L'Or Bai and Chamberlain Option Agreement.

Pro Forma Consolidated Capitalization

The following table sets forth the pro forma share and loan capital of the Resulting Issuer, on a consolidated basis, after giving effect to the Amalgamation and Private Placement as described in the pro forma financial statements of the Resulting Issuer. See "*Appendix F – Pro Forma Financial Statements of the Resulting Issuer*".

		Amount Outstanding After Giving Effect to the Amalgamation and the Private Placement	
Designation of Security	**Amount Authorized**	**Assuming the Minimum Offering**	**Assuming the Maximum Offering**
Common Shares	Unlimited	35,366,665	38,033,332

Notes:
(1) As at June 30, 2013, the pro forma balance sheet disclosed deficit of $(1,025,948).

Fully Diluted Share Capital

In addition to the information set out in the capitalization table above, the following table sets out the diluted share capital of the Resulting Issuer after giving effect to the Amalgamation and the Private Placement:

	After Giving Effect to the Amalgamation No. of Securities and Percentage of Total	
	Assuming the Minimum Offering	**Assuming the Maximum Offering**
Gideon Shares issued and outstanding	12,500,000 (25.52%)	12,500,000 (22.92%)
Consideration Shares issued to Bathurst Shareholders pursuant to the Amalgamation	15,000,000 (30.62%)	15,000,000 (27.51%)
Consideration Shares issued to subscribers of the Private Placement pursuant to the Amalgamation	7,333,333 (14.97%)	10,000,000 (18.34%)
Shares issued to the L'Or Bai Vendors upon the listing of the Resulting Issuer	266,666 (0.54%)	266,666 (0.49%)
Shares issued to the Chamberlain Vendors upon the listing of the Resulting Issuer	266,666 (0.54%)	266,666 (0.49%)
Total Resulting Issuer Shares	**35,366,665 (72.21%)**	**38,033,332 (69.75%)**
Reserved for issuance pursuant to the Gideon Options	350,000 (0.71%)	350,000 (0.64%)
Reserved for issuance pursuant to Gideon Broker Warrants	250,000 (0.51%)	250,000 (0.46%)
Reserved for issuance pursuant to Warrants issued pursuant to the Private Placement	7,333,333 (14.97%)	10,000,000 (18.34%)
Reserved for issuance pursuant to the Broker Warrants issued pursuant to the Private Placement[1]	346,667 (0.71%)	560,000 (1.03%)
Optionor Bonus Shares reserved for issuance pursuant to the L'Or Bai and Chamberlain Option Agreement[2]	2,666,666 (5.44%)	2,666,666 (4.89%)
Optionor Future Shares reserved for issuance pursuant to the L'Or Bai and Chamberlain Option Agreement[2]	2,666,660 (5.44%)	2,666,660 (4.89%)
Total Resulting Issuer Shares Reserved for Issuance	**13,613,326 (27.79%)**	**16,493,326 (30.25%)**
Total Number of Fully Diluted Securities	**48,979,991 (100.00%)**	**54,526,658 (100.00%)**

Note:

(1) Calculated based on the Agent receiving 8% commission of gross proceeds, less $450,000, as $450,000 has been subscribed from a subscriber for which the Agent is not entitled compensation.

(2) Calculated based on a minimum deemed price of $0.15 per share. See *"Information Concerning Bathurst – General Development of the Business – Significant Acquisitions"* and *"The Transaction – Structure"*.

Available Funds and Principal Purposes

Funds Available

Upon completion of the Amalgamation and the receipt of the proceeds to be raised from the Private Placement, the Resulting Issuer is expected to have approximately $1,266,925 in initial pro forma working capital in the event the Minimum Offering is achieved and $1,634,925 in initial pro formal working capital in the event the Maximum Offering is achieved.

The Resulting Issuer is expected to use the funds available to it in furtherance of its stated business objectives, as summarized in the table appearing below. However, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Resulting Issuer to achieve such objectives.

Based on current projections, the Resulting Issuer's working capital available for funding ongoing operations is expected to meet its expenses for a minimum period of approximately twelve months commencing immediately after the completion of the Amalgamation and the Private Placement.

	Amount of Funds after the Amalgamation	
Sources	**Assuming the Minimum Offering**	**Assuming the Maximum Offering**
Estimated pro forma working capital	$218,925	$218,925
Net proceeds from the Private Placement[1]	$1,048,000	$1,416,000
Total	**$1,266,925**	**$1,634,925**
Uses		
Estimated costs of the Amalgamation and the Private Placement	$100,000	$100,000
Exploration Program on the Gloucester Property[2]	$500,000	$500,000
L'Or Bai and Chamberlain Option Agreement[3]	$80,000	$80,000
L'Or Bai and Chamberlain Option Agreement bonus payment obligations to the L'Or Bai Vendors[4]	$25,000	$25,000
L'Or Bai and Chamberlain Option Agreement bonus payment obligations to the Chamberlain Vendors[5]	$25,000	$25,000
Vienneau Option Agreement[6]	$15,000	$15,000
General and Administrative Expenses[7]	$221,000	$221,000
Unallocated Working Capital	$300,925	$668,925
Total	**$1,266,925**	**$1,634,925**

Notes:

(1) Calculated based on the Agent receiving 8% commission of gross proceeds, less $450,000, as $450,000 has been subscribed from a subscriber for which the Agent is not entitled compensation.

(2) See "*Information Concerning Bathurst – Description of Property and Location*", for a detailed breakdown of the exploration program.

(3) Pursuant to the L'Or Bai and Chamberlain Option Agreement, Bathurst is required to make a cash payment of $40,000 on the date the Resulting Issuer is listed on the Exchange and a cash payment of $40,000 on the first anniversary of the Resulting Issuer's listing on the Exchange.

(4) Pursuant to the L'Or Bai and Chamberlain Option Agreement, Bathurst is required to make a cash payment of $25,000 to the L'Or Bai Vendors in the event of a discovery of volcanic-hosted massive sulphides with specific dimensions in-situ on the L'Or Bai Property.

(5) Pursuant to the L'Or Bai and Chamberlain Option Agreement, Bathurst is required to make a cash payment of $25,000 to the Chamberlain Vendors in the event of a discovery of volcanic-hosted massive sulphides with specific dimensions in-situ on the Chamberlain Property.

(6) Pursuant to the Vienneau Option Agreement, Bathurst is required to make a cash payment to the Kevin Vienneau of $15,000 by April 29, 2014.

(7) Consulting fees ($140,000), audit fees ($17,000), public company costs ($18,000), rent ($12,000), office and general ($12,000), travel and promotion ($22,000).

Notwithstanding the proposed uses of available funds as discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult, at this time, to definitively project the total funds necessary to effect the planned activities of the Resulting Issuer. For these reasons, management considers it to be in the best interests of the Resulting Issuer and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises. Further, the above uses of available funds should be considered estimates.

Dividend Policy

There will be no restrictions in the Resulting Issuer's articles or elsewhere which would prevent the Resulting Issuer from paying dividends subsequent to the completion of the Amalgamation. It is not contemplated that any dividends will be paid on the Resulting Issuer Shares in the immediate future subsequent to the completion of the Amalgamation, however, as it is anticipated that all available funds will be invested to finance the growth of the Resulting Issuer's business. The directors of the Resulting Issuer will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the relevant time. All of the Resulting Issuer Shares are entitled to an equal share in any dividends declared and paid.

Principal Shareholders

Once the Amalgamation has been completed, no Persons will be the beneficial owners of or will, directly or indirectly, exercise control or direction over more than 10% of the issued and outstanding Resulting Issuer Shares, other than the following:

			Percentage of Common Shares Owned			
Name and Municipality of Residence of the Shareholder	**Type of Ownership**	**Number of Common Shares**	**After Minimum Offering**	**After Minimum Offering (fully diluted)(1)**	**After Maximum Offering**	**After Maximum Offering (fully diluted)(1)**
Carl Di Placido, *Caledon, Ontario*	Registered and Beneficial	3,583,334	10.13%	7.32%	9.42%	6.57%
Raymond Mongeau, *Mississauga, Ontario*	Registered and Beneficial	3,583,334	10.13%	7.32%	9.42%	6.57%
Giuseppe Morra, *Toronto, Ontario*	Registered and Beneficial	8,000,000	22.62%	16.33%	21.03%	14.67%

Notes:

(1) Includes the exercise of all convertible securities and the issuance of the maximum number of Optionor Future Shares and Optionor Bonus Shares.

Directors and Officers of the Resulting Issuer

The Gideon board of directors currently consists of four (4) members. Upon completion of the Amalgamation, the board of directors of the Resulting Issuer shall be composed of five (5) members, as set out below.

The name, municipality of residence, position or office held with the Resulting Issuer and principal occupation of each proposed director and senior officer of the Resulting Issuer, as well as the number of voting securities beneficially owned, directly or indirectly, or over which each exercises control or direction, following the successful completion of the Amalgamation and the Private Placement, excluding common shares issued on the exercise of convertible securities, are as follows:

				Percentage of Resulting Issuer Shares Beneficially Owned	
Name and Municipality of Residence	**Offices to be Held**	**Principal Occupations and Positions During Past 5 Years**	**Number of Resulting Issuer Shares Beneficially Owned**	**Assuming the Minimum Offering**	**Assuming the Maximum Offering**
Raniero Corsini, *Toronto, Ontario*	Chief Executive	President of Carlisle Bancorp since 2012.	2,583,333	7.30%	6.79%

	Officer and Director	President of Monarch Wealth from 2009 to December 2011. Senior Vice President of Sentry Select Capital and President of Sentry Select Capital's United Kingdom Operations from 2007 to 2009.			
Carl Di Placido, *Caledon, Ontario*	Director	Chief Executive Officer and director of Paradox Basin Resources Inc. since August 2008.	3,583,334	10.13%	9.42%
Raymond Mongeau, *Mississauga, Ontario*	Director	Chairman and Director of Paradox Basin Resources Inc. since August 2008.	3,583,334	10.13%	9.42%
Philip Kelly, *Hamilton, Ontario*	Director	Executive Vice President of Triple M Metal LP since 2008. President of Poscor Mill Services Corp. from 2002 until merger with Triple M Metal LP in 2008.	Nil	Nil	Nil
Rick Rogers, *Newmarket, Ontario*	Director	President of a private consulting firm operating as SR Consulting a division of Epic Asset Management Ltd.	1,500,000	4.24%	3.94%
Chris Carmichael, *Toronto, Ontario*	Chief Financial Officer and Corporate Secretary	President of CRIS Inc., a private consulting firm, since 2010.	283,333	2.27%	0.74%

Audit Committee

Following the completion of the Amalgamation, the board of directors of the Resulting Issuer will establish an Audit Committee. The mandate of the Audit Committee shall be to ensure the Resulting Issuer effectively maintains the necessary management systems and controls to allow for timely and accurate reporting for the purpose of safeguarding shareholder value and to meet all relevant regulatory requirements and to provide recommendations to the board of directors in the area of management systems and controls. The proposed members of the Audit Committee are Raniero Corsini, Carl Di Placido and Philip Kelly.

Management

None of the proposed management of the Resulting Issuer has entered into a non-competition or non-disclosure agreement with Gideon, Bathurst or the Resulting Issuer. The following sets out details respecting the proposed management and directors of the Resulting Issuer:

Raniero Corsini, *Chief Executive Officer* (Age: 50)

Raniero Corsini has been the Managing Director of Paradox Potash Resources Corp. since April 2013. Prior to that, he held the position of Managing Director at Wildlaw Capital Markets Inc. from April 2012 to April 2013 and President, UDP and Director of Monarch Wealth Corp. from June 2009 to December 2011. Mr. Corsini completed the Canadian Securities Course at the Canadian Securities Institute in September 2007 and obtained the designation of a dealing representative by the Ontario Securities Commission in September 2012. Mr. Corsini received a Bachelor degree in business administration from Alliant International University in March 1986. As the Chief Executive Officer of the Resulting Issuer, Mr. Corsini will devote approximately 75% of his time to the affairs of the Resulting Issuer.

Carl Di Placido, *Director* (Age: 63)

Carl Di Placido has been a self-employed property manager since June 2007. Prior to that he held the position of President at NWM Mining Corporation from October 1995 to May 2007 and was a self-employed landlord from July 1987 to September 1995. As a director of the Resulting Issuer, Mr. Di Placido will devote his time to the Resulting Issuer on an as needed basis.

Raymond Mongeau, *Director* (Age: 76)

Raymond Mongeau has been the Chairman and Director of Paradox Basin Resources Corp. since August 2008. Prior to that, he held the position of President at Morgain Minerals Inc. Mr. Mongeau received his Bachelor of Science in Geology from St. Francis Xavier University. As a director of the Resulting Issuer, Mr. Mongeau will devote his time to the Resulting Issuer on an as needed basis.

Philip Kelly, *Director* (Age: 50)

Philip Kelly held the position of President at Poscor Mill Services Corp. from August 2004 to February 2008. Prior to that, Mr. Kelly was the Vice President of Triple M Metal LP from February 2008 to August 2013. As a director of the Resulting Issuer, Mr. Kelly will devote his time to the Resulting Issuer on an as needed basis.

Rick Rogers, *Director* (Age: 55)

Rick Rogers has been the President of Epic Asset Management Ltd., a private consulting firm, since June 2008. From September 2006 to May 2008, Mr. Rogers acted as an individual consultant. Prior to that, he held the position of Chief Financial Officer at Cymat Technology Ltd. from January 1, 2005 to June 6, 2006. Mr. Rogers obtained a Bachelor of Commerce from the University of Toronto in 1981 and became qualified as a Charted Accountant in 1983. As a director of the Resulting Issuer, Mr. Rogers will devote his time to the Resulting Issuer on an as needed basis.

Chris Carmichael, *Chief Financial Officer and Corporate Secretary* (Age: 38)

Chris Carmichael has been the President of CRIS Inc. since September 2010. Prior to that, he held the position of Chief Financial Officer of GC-Global Capital Corp. from October 2003 to August 2010. Mr. Carmichael obtained a Bachelor degree from the University of Western Ontario in 2006 and became qualified as a Certified General Accountant in 2004. As the Chief Financial Officer and Corporate Secretary of the Resulting Issuer, Mr. Carmichael will devote approximately 25% of his time to the affairs of the Resulting Issuer.

Promoter

Raniero Corsini is the Promoter of Bathurst and the Resulting Issuer. Upon closing of the Amalgamation, Mr. Corsini will become the Chief Executive Officer and a director of the Resulting Issuer. For a description of the number and percentage of Resulting Issuer Shares to be beneficially owned, directly or indirectly, or over which direction or control will be exercised by Mr. Corsini see above "*Information Concerning the Resulting Issuer – Directors and Officers of the Resulting Issuer*". For a description of the compensation to be paid to Mr. Corsini, see also "*Information Concerning the Resulting Issuer – Proposed Executive Compensation*".

Corporate Cease Trade Orders or Bankruptcies

Other than Rick Rogers, who was the Chief Financial Officer of Slater Steel Inc. when it filed for protection from its creditors under the *Companies' Creditors Arrangement Act* in 2003, no director, officer, Insider, promoter or Control Person of the Resulting Issuer has, within the previous ten year period, been a director, officer, Insider or promoter of any other issuer that was the subject of a cease trade order or similar order, or an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

No director, officer, Insider, promoter or Control Person of the Resulting Issuer has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable security holder making a decision about the Amalgamation.

Personal Bankruptcies

No director, officer, Insider, promoter or Control Person of the Resulting Issuer, or a personal holding company of any such persons, has within the ten years preceding the date of this Filing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Conflict of Interests

There may be potential conflicts of interest to which the directors, officers, Insiders and promoters of the Resulting Issuer may be subject in connection with the operations of the Resulting Issuer. The directors, officers, Insiders and promoters may be engaged in corporations or businesses which may be in competition with the search by the Resulting Issuer for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where a director, officer, Insiders or promoters will be in direct competition with the Resulting Issuer. *See also* "*Information Concerning the Resulting Issuer – Risk Factors*".

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Resulting Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers, other than Gideon:

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
Raniero Corsini	EnDev Holdings Inc.	US: OTC	Director	July 16, 2010	April 3, 2013
	EnDev Holdings Inc.	US: OTC	President, CEO, Treasurer	July 25, 2010	April 3, 2013
	EnDev Holdings Inc.	US: OTC	CFO	July 4, 2010	April 3, 2013
	EnDev Holdings Inc.	US: OTC	Secretary	April 3, 2013	Present
	Northern Empire Energy Corp.	US: OTC	Director, President, CEO, CFO, Treasurer	March 20, 2012	Present
Carl Di Placido	Noravena Capital Corporation	TSXV	Director	December 2009	December 2011
	Onsino Capital Corporation	TSXV	Director	June 2009	December 2010
	NWM Mining Corporation (formerly Columbia Metals Corporation)	CDN, TSXV	President	October 1995	May 2007
Chris Carmichael	Bison Gold Resources Inc.	TSXV	Director and CFO	June 2007	Present
	Cardinal Capital Partners Inc.	NEX	Director and CEO	January 2012	Present
	Cardinal Capital Partners Inc.	NEX	Director and CEO	October 2004	October 2010
	GC-Global Capital Corp.	TSXV	CFO	October 2003	August 2010
	Virgin Metals Inc.	TSXV & TSX	CFO	November 2009	June 2010

Proposed Executive Compensation of the Resulting Issuer

Compensation Discussion and Analysis

The objectives, criteria and analysis of the compensation of the executive officers of the Resulting Issuer will be substantially, if not, identical to how Bathurst currently compensates its executive officers. See “*Information Concerning Bathurst – Executive Compensation*”.

However, it is anticipated that from time to time stock options will be granted to provide an incentive to the participants in the Gideon Option Plan, which will be the stock option plan of the Resulting Issuer, to achieve the longer-term objectives of the Resulting Issuer; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Resulting Issuer; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Resulting Issuer. The Resulting Issuer will award stock options to the participants based upon the recommendation of the Chief Executive Officer of the Resulting Issuer, other than directors, whose awards will be agreed to by the board of directors as a whole. Previous grants of incentive stock options will be taken into account when considering new grants.

The Resulting Issuer has no other forms of compensation, although payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services will paid for by the Resulting Issuer at competitive industry rates for work of a similar nature by reputable arm’s length services providers.

Summary Compensation Table

The following table sets forth the anticipated compensation to be paid or awarded to the Named Executive Officers of the Resulting Issuer, for the 12-month period after giving effect to the Amalgamation:

				Non-equity incentive plan compensation ($)				
Name and principal position	**Salary ($)**	**Share-based awards ($)**	**Option-based awards ($)**	**Annual incentive plans ($)**	**Long term incentive plans ($)**	**Pension value ($)**	**All other compens-ation ($)**	**Total compens-ation ($)**
Raniero Corsini, (Chief Executive Officer)	100,000	N/A	N/A	N/A	N/A	N/A	Nil	100,000
Chris Carmichael, (Chief Financial Officer and Corporate Secretary)	40,000	N/A	N/A	N/A	N/A	N/A	Nil	40,000

Notes:
(1) While there are no current plans to grant incentive stock options, management of the Resulting Issuer cannot predict the number of options that will be granted in the ensuing year.

Incentive Plan Awards

Except as described herein, the Resulting Issuer has not made any determinations related to the issuance to the executive officers of the Resulting Issuer or the directors of the Resulting Issuer of any share-based awards and option-based awards during the 12 months following Completion of the Qualifying Transaction. In addition, no benefits are proposed to be paid to any of the executive officers of the Resulting Issuer or director of the Resulting Issuer under any pension or retirement plan or under any deferred compensation plan during the 12 months following Completion of the Qualifying Transaction.

Pension Plan Benefits

The Resulting Issuer does not intend to enact any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Termination and Change of Control Benefits

The directors of the Resulting Issuer may enter into employment agreements with certain members of its management team upon or after closing of the Amalgamation. Such employment agreements may contain termination or change of control benefits in favour of such Persons.

Director Compensation

Upon Completion of the Qualifying Transaction the directors of the Resulting Issuer will determine how much, if any, compensation will be paid to directors for services rendered to the Resulting Issuer by them in that capacity. Such incentives are anticipated to be in the form of incentive stock options pursuant to the Gideon Option Plan. It is not anticipated that directors who are otherwise employed by or engaged to provide services to the Resulting Issuer will be paid an annual director's fee or be paid any cash compensation.

Share-Based Awards, Option-based Awards and Non-Equity Incentive Plan Compensation

Other than the potential of granting options under the Gideon Option Plan, the Resulting Issuer has no plans to grant any share-based awards, option based awards or to establish any non-equity incentive plans.

Indebtedness of Directors and Officers

No director or officer of Gideon or Bathurst or person who acted in such capacity in the last financial year of Gideon or Bathurst, or proposed director or officer of the Resulting Issuer, or any Associate of any such director or officer is, or has been, at any time since the beginning of the most recently completed financial year of Gideon or Bathurst, indebted to Gideon or Bathurst nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Gideon or Bathurst.

Investor Relations Arrangements

No investor relations arrangements have been made on behalf of the Resulting Issuer as of the date of this Filing Statement.

Options to Purchase Securities

Upon the completion of the Amalgamation an aggregate of 350,000 Resulting Issuer Shares are anticipated to be reserved for issuance pursuant to the following options:

Optionee	Type of Option	Resulting Issuer Shares Issuable	Exercise Price Per Resulting Issuer Share	Expiry Date
Richard A. Meloff	Incentive Stock Option	150,000	$0.10	January 27, 2022(1)
Bill G. Calsbeck	Incentive Stock Option	150,000	$0.10	January 27, 2022(1)
Laura C. Young	Incentive Stock Option	50,000	$0.10	January 27, 2022(2)

Note:

(1) Current director of Gideon who will be resigning upon completion of the Amalgamation. Expiry of options will be accelerated to the date that is 12 months after the Completion of the Qualifying Transaction.

(2) Current officer of Gideon who will be resigning upon completion of the Amalgamation. Expiry of options will be accelerated to the date that is 12 months after the Completion of the Qualifying Transaction.

Stock Option Plan of the Resulting Issuer

After completion of the Amalgamation, the Gideon Option Plan will be the incentive stock option plan of the Resulting Issuer. See "*Information Concerning Gideon – Stock Option Plan and Options Granted*" for a summary of the plan.

Escrowed Securities

An aggregate of 10,000,000 Gideon Shares are held in escrow as CPC Escrow Shares with Computershare under the provisions of the CPC Escrow Agreement required in connection with the Gideon IPO. In addition, Gideon and Bathurst expect that 10,200,000 of the Consideration Shares will be subject to escrow as a result of the Amalgamation.

CPC Escrow Shares

The following table sets out, as of the date hereof and to the knowledge of Gideon and Bathurst, the name and municipality of residence of the securityholders whose Resulting Issuer Shares will be CPC Escrow Shares.

	Prior to Giving Effect to the Amalgamation and the Private Placement	After Giving Effect to the Amalgamation and the Private Placement Number of Securities Held in Escrow

Name and Municipality of Residence of Shareholder	Designation of Class	Number of Securities Held in Escrow	Percentage of Class	Assuming the Minimum Offering	Assuming the Maximum Offering
Giuseppe Morra, *Toronto, Ontario*	common shares	8,000,000	64.00%	8,000,000 (22.62%)	8,000,000 (21.03%)
Martin J. Doane, *Toronto, Ontario*	common shares	200,000	1.60%	200,000 (0.57%)	200,000 (0.53%)
Bill G. Calsbeck, *Vancouver, British Columbia*	common shares	100,000	0.80%	100,000 (0.28%)	100,000 (0.26%)
Richard A. Meloff, *Toronto, Ontario*	common shares	100,000	0.80%	100,000 (0.28%)	100,000 (0.26%)
Laura C. Young, *Toronto, Ontario*	common shares	100,000	0.80%	100,000 (0.28%)	100,000 (0.26%)
Rick Rogers, *Newmarket, Ontario*	common shares	1,500,000	12.00%	1,500,000 (4.24%)	1,500,000 (3.94%)
		10,000,000	**80.00%**	**10,000,000 (28.28%)**	**10,000,000 (26.29%)**

Under the CPC Escrow Agreement, 10% of the CPC Escrow Shares will be released from escrow on the date of issuance of the Final Exchange Bulletin and an additional 15% will be released on each of the dated which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the release of the Final Exchange Bulletin.

If the Resulting Issuer meets the Exchange's Tier 1 minimum listing requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the CPC Escrow Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for listing as a Tier 1 issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

The Exchange's prior consent must be obtained before a transfer within escrow of CPC Escrow Shares. Generally, the Exchange will only permit a transfer within escrow to be made to incoming Principals in connection with a proposed Qualifying Transaction.

If a Final Exchange Bulletin is not issued, CPC Escrow Shares will not be released. Under the CPC Escrow Agreement, each Non Arm's Length Party to Gideon who holds escrowed Gideon Shares acquired at a price below $0.10 has irrevocably authorized and directed Equity Financial to immediately cancel all of those CPC Escrow Shares upon the issuance by the Exchange of a bulletin delisting the Gideon Shares.

Escrowed Shares

All of the Consideration Shares, namely 10,200,000, issued to principals of the Resulting Issuer, or which are controlled or directed by principals will be placed in a value security escrow agreement (the "**Value Security Escrow Agreement**") for Tier II issuers.

The following table lists the names of beneficial owners of the securities that will be subject to the Value Security Escrow Agreement and the number of securities held by each.

		Prior to Giving Effect to the Amalgamation and the Private Placement		After Giving Effect to the Amalgamation and the Private Placement Number of Securities Held in Escrow and Percentage of Class	
Name and Municipality of Residence of Shareholder	**Designation of Class**	**Number of Securities Held in Escrow**	**Percentage of Class**	**Assuming the Minimum Offering**	**Assuming the Maximum Offering**
Raniero Corsini, *Toronto, Ontario*	common shares	Nil	Nil	2,583,333 (7.30%)	2,583,333 (6.79%)
Carl Di Placido, *Caledon, Ontario*	common shares	Nil	Nil	3,583,334 (10.13%)	3,583,334 (9.42%)
Raymond Mongeau, *Mississauga, Ontario*	common shares	Nil	Nil	3,583,334 (9.80%)	3,583,334 (9.42%)
Chris Carmichael, *Toronto, Ontario*	common shares	Nil	Nil	283,333 (0.80%)	283,333 (0.74%)
Kaiser Akbar, *Barrie, Ontario*	common shares	Nil	Nil	83,333 (0.24%)	83,333 (0.22%)
Harish Srinvasa, *Toronto, Ontario*	common shares	Nil	Nil	83,333 (0.24%)	83,333 (0.22%)
		Nil	**Nil**	**10,200,000 (28.84%)**	**10,200,000 (26.82%)**

The Value Security Escrow Agreements provide for a three year escrow release mechanism with 10% of the escrowed securities releasable at the time of the Final Exchange Bulletin, and 15% on each of the dates which are 6, 12, 18, 24, 30 and 36 months after the Final Exchange Bulletin.

Transfer of Escrow Shares

Where escrowed shares are to be held by a company, such company will be required to agree not to carry out, while its escrowed shares are in escrow, any transaction that would result in the change of control of the company. Any such company will be required to further undertake to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities which could reasonably result in a change of control of the company.

All holders of escrowed shares must obtain Exchange consent to transfer Resulting Issuer Shares then subject to escrow, other than in specified circumstances set out in the applicable escrow agreement.

Shares Subject to Resale Restrictions

All of the securities issued to purchasers in connection with the Private Placement will be subject to a four month hold pursuant to applicable securities laws. In addition to the foregoing, (i) 2,700,000 Consideration Shares held by arm's length parties will be subject to a one year hold with 20% released every three months, and (ii) 2,100,000 Consideration Shares held by arm's length parties will be subject to a four month hold with 20% released every month, with the first release on closing of the Amalgamation pursuant to the policies of the Exchange.

Auditors

The auditors of the Resulting Issuer will be MNP LLP, 701 Evans Avenue, Toronto, Ontario, M9C 1A3.

Transfer Agent and Registrar

See "*Information Concerning Gideon - Auditor, Transfer Agents and Registrars*".

Risk Factors

The current business of Bathurst will be the business of the Resulting Issuer upon completion of the Amalgamation. Due to the nature of that business, the legal and economic climate in which the Resulting Issuer operates and the present stage of development of its business, the Resulting Issuer may be subject to significant risks. An investment in the Resulting Issuer Shares should be considered highly speculative, not only due to the nature of Bathurst's existing business and operations, but also because of the uncertainty related to completion of the Amalgamation and Private Placement. The Resulting Issuer's future development and actual operating results may be very different from those expected as at the date of this Filing Statement. There can be no certainty that the Resulting Issuer will be able to implement successfully the strategy set out herein. No representation is or can be made as to the future performance of the Resulting Issuer and there can be no assurance that the Resulting Issuer will achieve its objectives. In addition to the other information in this Filing Statement, an investor should carefully consider each of, and the cumulative effect of, the following factors, which assume the completion of the Amalgamation.

The following is a description of the principal risk factors that will affect the Resulting Issuer:

Exploration and Development Risks

Mineral exploration and development involves a high degree of risk. Few properties which are explored are ultimately developed into producing mines. Success in increasing mineral resources and reserves is the result of a number of factors, including the level of geological and technical expertise, the quality of land available for exploration and other factors. Once mineralization is discovered, it may take several years of drilling and development until production is possible during which time the economic feasibility of production may change. The economics of developing mineral properties are affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in the price of gold and other minerals, fluctuations in exchange rates or other minerals produced, costs of development, infrastructure and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material.

The Resulting Issuer will or will continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish reserves through drilling, to develop mineral processes to extract the product from the resource and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that the minerals will be discovered in sufficient quantities and/or quality to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of the resource mined, fluctuations in mineral markets, importing and exporting of minerals and environmental protection. As a result of these uncertainties, there can be no assurance that mineral exploration and development of the Resulting Issuer's properties will result in profitable commercial operations.

Mining Risks

Mining operations, including the exploration and development of mineral deposits, generally involve a high degree of risk. Hazards such as unusual or unexpected formations and other conditions such as power outages, labour disruptions, flooding, landslides, and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. The Resulting Issuer may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Resulting Issuer's financial position.

In addition, it is not unusual in mining operations to experience unexpected problems both during start up and during ongoing operations. To the extent that unexpected problems occur affecting the production in the future, the Resulting Issuer's anticipated revenues may be reduced, costs may increase and the resulting issuer's profitability and ability to continue its mining operation may be adversely affected.

Availability of Drilling Equipment and Access

Natural resource exploration and development activities are dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment to the Resulting Issuer and may delay exploration and development activities.

Operating Risks

The activities of the Resulting Issuer will be subject to all of the hazards and risks normally incidental to exploring and developing natural resource projects. These risks and uncertainties include, but are not limited to, environmental hazards, industrial accidents, labour disputes, encountering unusual or unexpected geological formations or other geological or grade problems, unanticipated changes in metallurgical characteristics and mineral recovery, encountering unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts, periodic interruptions due to inclement or hazardous weather conditions and other acts of God or unfavourable operating conditions and losses. Should any of these risks and hazards affect the Resulting Issuer's exploration, development or mining activities, it may cause the cost of production to increase to a point where it would no longer be economic to produce mineral resources from the Resulting Issuer's reserves, require the Resulting Issuer to write-down the carrying value of one or more mineral projects, cause delays or a stoppage of mining and processing, result in the destruction of mineral properties or processing facilities, cause death or personal injury and related legal liability; any and all of which may have a material adverse effect on the Resulting Issuer. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability, result in increasing costs or the loss of its assets and a decline in the value of the Resulting Issuer's securities.

Permits and Licences

The operations of the Resulting Issuer require licences and permits from various governmental authorities. There can be no assurance that such licences and permits required to carry out exploration, development and mining operations at its projects will be granted.

Title Risks

Bathurst does not own the real property underlying its properties, and currently only has the right to conduct exploration activities on the properties pursuant to the terms of option agreements. In order to maintain the claims, the Resulting Issuer must comply with all of its covenants under the agreements, which include incurring certain minimum exploration expenditures annually. If the Resulting Issuer fails to meet its obligations it risks the forfeiture of its mining claims and any such expenditures made to such time. There can be no assurance that the Resulting Issuer will be able to obtain the required mining and other permits for its properties, if, as, and when mining operations become viable at the properties.

If the Resulting Issuer does not make all the required payments, it will forfeit the value of instalment payments made pursuant to option agreements, without the ability to obtain a refund or the ability to cause the return of cash or securities issued.

The acquisition of title to resource properties is a very detailed and time-consuming process. Title to, and the area of, resource claims may be disputed. Although Bathurst and Gideon believe they have taken reasonable measures to ensure that title to the properties are held as described in this Filing Statement, there is no guarantee that title to any of the claims comprising the properties will not be challenged or impaired. There may be valid challenges to the title of any of the claims comprising the properties that, if successful, could impair development and/or operations.

Competition for New Mining Properties

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, more established mining companies with substantial capabilities and greater financial and technical resources than either of Gideon or Bathurst, the Resulting Issuer may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

Conflicts of Interest

Certain of the proposed directors or officers of the Resulting Issuer may also be directors or officers of other mining companies or otherwise involved in natural resource exploration and development and situations may arise where they are in a conflict of interest with the Resulting Issuer. Conflicts of interest, if any, which arise will be subject to and governed by procedures prescribed by the CBCA which require a director or officer of a corporation who is a party to, or is a director or an officer of, or has some material interest in any person who is a party to, a material contract or proposed material contract with the Resulting Issuer disclose his or her interest and, in the case of directors, to refrain from voting on any matter in respect of such contract unless otherwise permitted under the OBCA.

Market for Securities and Volatility of Share Price

There can be no assurance that an active trading market in the Resulting Issuer's securities will be established or sustained. The market price for the Resulting Issuer's securities could be subject to wide fluctuations. Factors such as announcements of quarterly variations in operating results and acquisition or disposition of properties, as well as market conditions in the industry, may have a significant adverse impact on the market price of the securities of the Resulting Issuer. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Payment of Dividends Unlikely

There is no assurance that the Resulting Issuer will pay dividends on its shares in the near future or ever. The Resulting Issuer will likely require all its funds to further the development of its business.

Management of Growth

Any expansion of the Resulting Issuer's business may place a significant strain on its financial, operational and managerial resources. There can be no assurance that the Resulting Issuer will be able to implement and subsequently improve its operations and financial systems successfully and in a timely manner in order to manage any growth it experiences. There can be no assurance that the Resulting Issuer will be able to manage growth successfully. Any ability of the Resulting Issuer to manage growth successfully could have a material adverse effect on the Resulting Issuer's business, financial condition and results of operations.

Reliance on Key Personnel and Consultants

There can be no assurance that any of the Resulting Issuer's officers, directors, employees and consultants will remain with the Resulting Issuer or that, in the future, they will not organize competitive businesses or accept opportunities with companies competitive with the Resulting Issuer. The Resulting Issuer will depend on a number of key officers and directors the loss of any one of whom could have an adverse effect on the Resulting Issuer.

Government Regulation and Political Risk

The Resulting Issuer's operating activities will be subject to laws and regulations governing expropriation of property, health and worker safety, employment standards, waste disposal, protection of the environment, mine development, land and water use, prospecting, mineral production, exports, taxes, the protection of endangered and protected species and other matters. While Bathurst believes that it is in substantial compliance with all material current laws and regulations affecting its activities, future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Resulting Issuer or its properties, which could have a material adverse impact on the Resulting Issuer's future operations or planned development projects. Where required, obtaining necessary permits and licences can be a complex, time consuming process and Bathurst cannot assure whether any necessary permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Resulting Issuer from proceeding with any future exploration or development of its properties. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities. The Resulting Issuer's activities may be affected in varying degrees by political stability and governmental regulations. Any changes in regulations or shifts in political attitudes are beyond the control of the Resulting Issuer and may adversely affect its operations.

Environmental Regulation

Environmental and safety legislation (e.g. in relation to reclamation, disposal of waste products, protection of wildlife and otherwise relating to environmental protection) may change in a manner that may require stricter or additional standards than those now in effect, a heightened degree of responsibility for companies and their directors and employees and more stringent enforcement of existing laws and regulations. There may also be unforeseen environmental liabilities resulting from mining activities, which may be costly to remedy. If the Resulting Issuer is unable to fully remedy an environmental problem, it may be required to stop or suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the Resulting Issuer. The Resulting Issuer has not purchased insurance for environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) as it is not generally available at a price which the Resulting Issuer regards as reasonable.

Uninsured Risks

The business of the Resulting Issuer is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Resulting Issuer or others, delays in mining, monetary losses and possible legal liability.

Although the Resulting Issuer may maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance, if any, will not cover all the potential risks associated with a mining company's operations. The Resulting Issuer may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Resulting Issuer or to other companies in the mining industry on acceptable terms. The Resulting Issuer might also become subject to liability for pollution or other hazards which it may not be insured against or which the Resulting Issuer may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Resulting Issuer to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Resulting Issuer's operations, financial condition and results of operations.

Land Reclamation Expenses

It is difficult to determine the exact amounts which will be required to complete all land reclamation activities in connection with the properties in which the Resulting Issuer holds an interest. Reclamation bonds and other forms of financial assurance represent only a portion of the total amount of money that will be spent on reclamation activities over the life of a mine. Accordingly, it may be necessary to revise planned expenditures and operating plans in order to fund reclamation activities. Such costs may have a material adverse impact upon the financial condition and results of operations of the Resulting Issuer.

Shareholders' Interest may be Diluted in the Future

The Resulting Issuer will require additional funds for its planned activities. If the Resulting Issuer raises additional funding by issuing equity securities, which is highly likely, such financing could substantially dilute the interests of the Resulting Issuer's shareholders. Sales of substantial amounts of shares, or the availability of securities for sale, could adversely affect the prevailing market prices for the Resulting Issuer's shares. A decline in the market prices of the Resulting Issuer's shares could impair the ability of the Resulting Issuer to raise additional capital through the sale of new common shares should the Resulting Issuer desire to do so.

Approval from Government Bodies

The Resulting Issuer's acquisition of properties will be conditional upon receiving certain regulatory approvals. A substantial delay in obtaining satisfactory approvals or the imposition of unfavourable terms or conditions in the regulatory approvals could adversely affect the business, financial condition or results of operations of the Resulting Issuer.

Current Global Financial Conditions

Current global financial conditions have been subject to increased volatility and numerous financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to public financing by junior mining exploration and development companies has been negatively impacted by the credit market crisis, the reduction in energy prices and the liquidity crisis affecting the asset-backed commercial paper market. These factors may impact the ability of the Resulting Issuer to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Resulting Issuer. If these crises and increased levels of volatility continue, the Resulting Issuer's operations could be adversely impacted and the trading price of the Resulting Issuer's Common Shares could be adversely affected.

Market Factors and Volatility of Gold Prices

The marketability of volcanic-hosted massive sulphides which may be acquired or discovered by the Resulting Issuer will be affected by numerous factors beyond the control of the Resulting Issuer. These factors include market fluctuations in the prices of gold, which are highly volatile, the proximity and capacity of gold markets and processing equipment, and government regulations, including regulations relating to taxes, royalties, land tenure, land use and environmental protection. The effect of these factors cannot be accurately predicted, but may result in the Resulting Issuer not receiving an adequate return on invested capital. The price of gold has fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the control of the Resulting Issuer. Future gold prices cannot be accurately predicted. A severe decline in the price of gold would have a material adverse effect on the Resulting Issuer.

Aboriginal Claims

Aboriginal peoples have claimed aboriginal title and rights to portions of Canada. Neither Gideon or Bathurst are aware that any claims have been made in respect of the Gloucester Project; however, if a claim arose and was successful this could have an adverse effect on the Resulting Issuer and its operations

Commodity Price Hedging

Currently, the Resulting Issuer does not have a policy to hedge future commodity sales. If put into place, there is no assurance that a commodity hedging program designed to reduce the risk associated with fluctuations in commodity prices will be successful. Hedging may not protect adequately against declines in commodity prices. Although hedging may protect the Resulting Issuer from a decline in commodity prices, it may also prevent the Resulting Issuer from benefiting fully from price increases.

Litigation Risk

All industries are subject to legal claims, with and without merit. The Resulting Issuer may be involved from time to time in various routine legal proceedings, which include labour matters such as unfair termination claims, supplier matters and property issues incidental to its business. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding could have a material effect on financial position and results of operations.

PART V - GENERAL MATTERS

Experts

Opinions

Seymour M. Sears, B.A, B.Sc., P.Geo. and Joan M. Barry, B.Sc., P.Geo, the authors of the technical report prepared for Bathurst dated July 11, 2013 entitled "NI 43-101 Technical Report on the Gloucester Project Bathurst Mining Camp New Brunswick, Canada" prepared by Sears, Barry & Associates Limited, are each responsible independent qualified persons, in accordance with NI 43-101.

Interest of Experts

No person or Company whose profession or business gives authority to a statement made by the person or Company and who is named as having prepared or certified a part of this Filing Statement or as having prepared or certified a report or valuation described or included in this Filing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Resulting Issuer, or an Associate or Affiliate.

Expert Reports

Other than the Technical Report, there have been no other expert reports prepared to support the recommendation of the board of directors of Gideon and Bathurst.

Other Material Facts

Gideon and Bathurst are not aware of any other material facts relating to Gideon, Bathurst or the Resulting Issuer or to the Amalgamation that are not disclosed under the preceding items and are necessary in order for this Filing Statement to contain full, true and plain disclosure of all material facts relating to Gideon, Bathurst and the Resulting Issuer, assuming completion of the Amalgamation, other than those set forth herein.

Approval of Gideon Board and Bathurst Board

The contents of this Filing Statement and the appendices attached hereto have been approved by the directors of Gideon and Bathurst.

CERTIFICATE OF GIDEON CAPITAL CORP.

DATED November 22, 2013

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of Gideon Capital Corp. assuming Completion of the Qualifying Transaction.

(signed) "*Bill G. Calsbeck*"	(signed) "*Bill G. Calsbeck*"
Bill G. Calsbeck, Chief Executive Officer	Bill G. Calsbeck, Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF
GIDEON CAPITAL CORP.

(signed) "*Rick Rogers*"	(signed) "*Giuseppe Morra*"
Rick Rogers	Giuseppe Morra

CERTIFICATE OF BATHURST RESOURCES CORP.

The foregoing as it relates to Bathurst Resources Corp. constitutes full, true and plain disclosure of all material facts relating to the *securities* of Bathurst Resources Corp.

DATED November 22, 2013

(signed) "*Carl Di Placido*"	(signed) "*Carl Di Placido*"
Carl Di Placido, Chief Executive Officer	Carl Di Placido, Secretary and Treasurer

ON BEHALF OF THE BOARD OF DIRECTORS OF BATHURST RESOURCES CORP.

(signed) "*Carl Di Placido*"	(signed) "*Raymond Mongeau*"
Carl Di Placido	Raymond Mongeau

APPENDIX A
FINANCIAL STATEMENTS OF GIDEON CAPITAL CORP.

(see attached)

GIDEON CAPITAL CORP.

(A CAPITAL POOL COMPANY)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED JUNE 30, 2013

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

GIDEON CAPITAL CORP.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

		As at June 30, 2013		As at March 31, 2013
Assets				
Current				
Cash (Note 3)	$	**27,112**	$	27,044
Sundry receivable		**202**		13,075
Prepaid expenses and deposits		**50,000**		58,817
Loans receivable (Note 4)		**1**		1
Total Assets	$	**77,315**	$	98,937
Liabilities				
Current				
Accounts payable and accrued liabilities	$	**56,209**	$	52,133
Total Liabilities		**56,209**		52,133
Shareholders' Equity				
Capital stock (Note 5)		**654,393**		654,393
Contributed surplus (Note 6)		**195,089**		195,089
Deficit		**(828,376)**		(802,678)
Total Shareholders' Equity		**21,106**		46,804
Total Liabilities and Shareholders' Equity	$	**77,315**	$	98,937

Nature of operations and going concern (Note 1)
Related party transactions (Note 8)
Subsequent events (Note 11)

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

GIDEON CAPITAL CORP.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012
Expenses		
General and administrative (Note 9)	**$ 25,727**	$ 45,749
Operating loss before the following:	**(25,727)**	(45,749)
Interest income	**29**	2,861
Net loss and comprehensive loss for the period	**$ (25,698)**	$ (42,888)
Loss per share - basic and diluted (Note 7)	**$ (0.00)**	$ (0.00)
Weighted average number of shares outstanding - basic and diluted (Note 7)	**10,500,000**	10,500,000

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

GIDEON CAPITAL CORP.

Condensed Interim Consolidated Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)

	Number of Shares	Capital Stock	Contributed Surplus	Deficit	Total
Balance, March 31, 2012	**12,500,000**	**$ 654,393**	**$ 195,089**	**$ (272,228)**	**$ 577,254**
Comprehensive loss for the period	-	-	-	(42,888)	(42,888)
Balance, June 30, 2012	**12,500,000**	**$ 654,393**	**$ 195,089**	**$ (315,116)**	**$ 534,366**
Balance, March 31, 2013	**12,500,000**	**$ 654,393**	**$ 195,089**	**$ (802,678)**	**$ 46,804**
Comprehensive loss for the period	-	-	-	(25,698)	(25,698)
Balance, June 30, 2013	**12,500,000**	**$ 654,393**	**$ 195,089**	**$ (828,376)**	**$ 21,106**

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

GIDEON CAPITAL CORP.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012
Cash (used in) provided by:		
Operating Activities		
Net loss for the period	**$ (25,698)**	$ (42,888)
Net changes in non-cash working capital:		
Decrease (increase) in sundry receivable	**12,873**	(3,029)
Decrease in prepaid expenses and deposits	**8,817**	5,000
Increase in loans receivable	**-**	(227,567)
Increase (decrease) in accounts payable and accrued liabilities	**4,076**	(8,338)
Net cash provided by (used in) operating activities	**68**	(276,822)
Change in cash during the period	**68**	(276,822)
Cash, beginning of period	**27,044**	548,066
Cash, end of period	**$ 27,112**	$ 271,244

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

1. Nature of operations and going concern

Gideon Capital Corp. (the "Company" or "Gideon") was incorporated on June 15, 2011 under the *Business Corporations Act* (Ontario). The Company intends to carry on business as a capital pool company ("CPC"), pursuant to Policy 2.4 (the “CPC Policy”) of the TSX Venture Exchange (the "Exchange"). The registered office of the Company is located at 36 Lombard St, Suite 700, Toronto, Ontario, Canada, M5C 2X3. As at June 30, 2013, the Company has not commenced commercial operations and has no assets other than cash, sundry receivable, prepaid expenses and deposits and loans receivable. 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 such term is defined in the CPC Policy).

The Company must complete a Qualifying Transaction, which is subject to the approval of the Exchange and, in the case of a Non-Arms Length Qualifying Transaction (as such term is defined in the CPC Policy) must also receive Majority of the Minority Approval (as such term is defined in the CPC Policy). The Exchange could suspend the trading of the Company’s common shares or delist these shares if the Company does not complete an approved Qualifying Transaction within the prescribed time.

The ability of the Company to continue as a going concern is dependant upon, among other things, being able to obtain additional financing, and maintaining positive operating cash flows. These unaudited condensed interim consolidated financial statements have been prepared on the basis that the Company is a going concern and do not include adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments may be material.

During the three months ended June 30, 2013, the Company incurred a net loss of $25,698 (three months June 30, 2012 - net loss of $42,888) and, as of that date, the Company has an accumulated deficit of $828,376 (March 31, 2013 - accumulated deficit of $802,678). The ability of the Company to carry out its business plan rests with its ability to secure additional equity and other financing. Although the Company has been successful in obtaining financing in the past, the Company will require continued support. These material uncertainties cast significant doubt about the Company's ability to continue as a going concern.

On June 1, 2012, the Company entered into an amalgamation agreement (the “Amalgamation Agreement”) with Monterra S.A. (“Monterra”). The transactions contemplated in the Amalgamation Agreement, once completed, would have constituted the Company’s Qualifying Transaction, pursuant to Policy 2.4 (the “Monterra QT”).

On May 7, 2013, the Company announced the termination of the Amalgamation Agreement between Gideon and Monterra for the acquisition of 100% of the common shares of Monterra. Accordingly, the common shares of Gideon resumed trading on the Exchange at the opening of the market on May 9, 2013.

2. Significant accounting policies

(a) Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC. The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRSs issued and outstanding as of August 28, 2013, the date the Board of Directors approved the statements. Except as noted below, the same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent audited consolidated financial statements as at and for the year ended March 31, 2013. Any subsequent changes to IFRS that are given effect in the Company’s annual consolidated financial statements for the year ending March 31, 2014 could result in restatement of these unaudited condensed interim consolidated financial statements.

2. Significant accounting policies (continued)

(b) Change in accounting policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after March 31, 2013. The following new standards have been adopted:

(i) IAS 1 – Presentation of financial statements ("IAS 1") was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that might be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The amendments to IAS 1 are effective for annual periods beginning on or after July 1, 2012. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

(ii) IAS 27 - Separate financial statements ("IAS 27") was effective for annual periods beginning on or after January 1, 2013, as a result of the issue of the new consolidation suite of standards, IAS 27 has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

(iii) IFRS 10 – Consolidated financial statements ("IFRS 10") was issued by the IASB in May 2011. IFRS 10 is a new standard which identifies the concept of control as the determining factor in assessing whether an entity should be included in the consolidated financial statements of the parent company. Control is comprised of three elements: power over an investee; exposure to variable returns from an investee; and the ability to use power to affect the reporting entity's returns. IFRS 10 is effective for annual periods beginning on or after January 1, 2013. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

(iv) IFRS 11 – Joint arrangements ("IFRS 11") was issued by the IASB in May 2011. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and expenses in accordance with the arrangement, whereas entities in the latter case account for the arrangement using the equity method. IFRS 11 is effective for annual periods beginning on or after January 1, 2013. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

(v) IFRS 12 – Disclosure of interests in other entities ("IFRS 12") was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entity's reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

2. Significant accounting policies (continued)

(b) Change in accounting policies (continued)

(vi) IFRS 13 – Fair value measurement ("IFRS 13") was issued by the IASB in May 2011. IFRS 13 is a new standard which provides a precise definition of fair value and a single source of fair value measurement considerations for use across IFRSs. The key points of IFRS 13 are as follows:

- fair value is measured using the price in a principal market for the asset or liability, or in the absence of a principal market, the most advantageous market;
- financial assets and liabilities with offsetting positions in market risks or counterparty credit risks can be measured on the basis of an entity's net risk exposure;
- disclosure regarding the fair value hierarchy has been moved from IFRS 7 to IFRS 13, and further guidance has been added to the determination of classes of assets and liabilities;
- a quantitative sensitivity analysis must be provided for financial instruments measured at fair value;
- a narrative must be provided discussing the sensitivity of fair value measurements categorized under Level 3 of the fair value hierarchy to significant unobservable inputs; and
- information must be provided on an entity's valuation processes for fair value measurements categorized under Level 3 of the fair value hierarchy.

IFRS 13 is effective for annual periods beginning on or after January 1, 2013. At April 1, 2013, the Company adopted this standard and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

(c) Recent accounting pronouncements

(i) IFRS 9 – Financial instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. Earlier application is permitted. The Company is currently assessing the impact of this pronouncement.

(ii) IAS 32 - Financial instruments, presentation ("IAS 32") was effective for annual periods beginning on or after January 1, 2014. IAS 32 was amended to clarify that the right of offset must be available on the current date and cannot be contingent on a future date. Earlier application is permitted. The Company is currently assessing the impact of this pronouncement.

3. Cash restrictions

The 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 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 not related to the identification and evaluation of a Qualifying Transaction. These restrictions apply until completion of a Qualifying Transaction by the Company pursuant to the CPC Policy.

(Expressed in Canadian Dollars)

4. Loans receivable

Under the terms of the letter of intent signed by the Company with Monterra on March 2, 2012 to complete the Monterra QT, the Company advanced a loan of $25,000 to Monterra on March 31, 2012, to be used to preserve Monterra's assets. The loan is unsecured and bears interest at 5% per annum. The principal and accrued interest was payable on maturity on March 31, 2013.

On May 1, 2012, the Company granted a secured promissory note of $225,000 to Monterra that bears interest at 0.5% per month, compounded monthly. The principal and accrued interest are payable at maturity which was the earlier of May 31, 2013 or completion of the Monterra QT.

The loan is secured by a pledge agreement dated May 1, 2012 made between the parties that pledge 99.98% of the issued and outstanding shares of Terrasources Minerals S.A., a wholly-owned Ecuadorian subsidiary of Monterra, as security.

During the year ended March 31, 2013, the Company determined that the loans receivable were impaired since the loans were in default based on the terms of the promissory note agreements. As well, based on the current negotiations with Monterra, and the Company's assessment as to the full recoverability of the loans, including an assessment of the security on the secured loan, namely the shares of Terrasources Minerals S.A., the Company determined the loans receivable to be uncollectible. As such, during the year ended March 31, 2013, the Company recorded an impairment charge on the loans receivable of $263,938.

The parties continued to negotiate the terms of repayment of the loans (see Note 11(ii)).

5. Share capital

(a) Authorized

Unlimited number of common shares.

(b) Common shares issued

	Number of Common Shares	Stated Value
Balance, March 31, 2012 and June 30, 2012	**12,500,000**	**$ 654,393**
Balance, March 31, 2013 and June 30, 2013	**12,500,000**	**$ 654,393**

6. Contributed surplus

(a) Stock options

The following table shows the continuity of options:

	Number of Options	Weighted Average Exercise Price
Balance, March 31, 2012 and June 30, 2012	**1,250,000**	**$ 0.10**
Balance, March 31, 2013 and June 30, 2013	**1,250,000**	**$ 0.10**

(Expressed in Canadian Dollars)

6. Contributed Surplus (Continued)

(a) Stock options (continued)

The following table reflects the actual stock options issued and outstanding as of June 30, 2013:

Expiry Date	Exercise Price ($)	Weighted Average Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (Exercisable)	Grant Date Fair Value ($)
August 14, 2013	0.10	0.12	900,000	900,000	123,687
January 27, 2022	0.10	8.58	350,000	350,000	48,100
		2.49	**1,250,000**	**1,250,000**	**171,787**

(b) Broker warrants

The following table shows the continuity of broker warrants:

	Number of Broker Warrants	Weighted Average Exercise Price
Balance, March 31, 2012 and June 30, 2012	**250,000**	**$ 0.10**
Balance, March 31, 2013 and June 30, 2013	**250,000**	**$ 0.10**

The following table reflects the actual broker warrants issued and outstanding as of June 30, 2013:

Expiry Date	Exercise Price ($)	Number of Broker Warrants Outstanding	Grant Date Fair Value ($)
February 3, 2014	0.10	250,000	23,302

7. Net loss per share

The calculation of basic and diluted loss per share for the three months ended June 30, 2013 was based on the loss attributable to common shareholders of $25,698 (three months ended June 30, 2012 - $42,888) and the weighted average number of common shares outstanding of 10,500,000 (three months ended June 30, 2012 - 10,500,000) for basic and diluted loss per share. Diluted loss did not include the effect of options for the three months ended June 30, 2013 and the three months ended June 30, 2012, as they are anti-dilutive.

The seed shares being 2,000,000 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.

8. 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.

As at June 30, 2013, the unaudited condensed interim consolidated statement of financial positions includes a balance of $2,567 due from a company controlled by the current Chief Executive Officer and Chief Financial Officer.

(Expressed in Canadian Dollars)

9. General and administrative

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012
Office and general	**$ 7,656**	$ 9,725
Professional fees	**8,170**	36,024
Transaction costs	**9,901**	-
	$ 25,727	$ 45,749

10. Segmented information

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

11. Subsequent events

(i) On July 12, 2013, the Company announced that it had entered into a letter of intent dated July 12, 2013 (the "LOI") for the arm's length acquisition of 100% of the common shares of Bathurst Resources Corp. ("Bathurst").

Bathurst is a mining exploration company with an option on certain volcanic-hosted massive sulphides properties in the Province of New Brunswick. Bathurst's principal project is the Gloucester Project. Bathurst is not a reporting issuer in any jurisdiction and the Bathurst Shares are not listed or posted for trading on any stock exchange. No public market exists for the Bathurst Shares. Bathurst has no subsidiaries or Affiliates.

Pursuant to the LOI, Gideon and Bathurst agreed to combine their businesses. They subsequently agreed that the most effective means of achieving such goal was to complete a triangular amalgamation ("Amalgamation").

The Amalgamation effectively provides for the acquisition of all of the outstanding equity interests of Bathurst by Gideon, indirectly through the Amalgamation Entity (a wholly owned Ontario incorporated subsidiary of Gideon) in a transaction in which Bathurst Shareholders will receive Gideon Shares and, if applicable, convertible securities of Gideon. As a result of the amalgamation of Amalgamation Entity and Bathurst, Gideon will become the sole beneficial owner of all of the outstanding shares of the Resulting Issuer. The Resulting Issuer is defined as Gideon after giving effect to the Amalgamation.

Pursuant to the LOI between Gideon, Bathurst and the Amalgamated Entity, upon completion of the Amalgamation every one (1) Bathurst Share held by Bathurst Shareholders, who have not validly exercised their dissent rights, will be exchanged for one (1) Resulting Issuer Share.

The Amalgamation will result in Gideon issuing an aggregate of 15,000,000 Resulting Issuer Shares to the Bathurst Shareholders, up to 10,000,000 Resulting Issuer Shares to purchasers in connection with the Private Placement and 533,332 Resulting Issuer Shares pursuant to Bathurst's obligations under the L'Or Bai and Chamberlain Option Agreement. Following completion of the Amalgamation (assuming the Maximum Offering is achieved), 38,033,332 Resulting Issuer Shares will be outstanding, without giving effect to:

(1) options to purchase 350,000 Resulting Issuer Shares pursuant to the Gideon Options;
(2) broker warrants to purchase 250,000 Resulting Issuer Shares pursuant to the Gideon Broker Warrants;
(3) warrants to purchase up to 10,000,000 Resulting Issuer Shares pursuant to the Private Placement;
(4) broker warrants to purchase up to 560,000 Resulting Issuer Shares as a result of the Broker's Warrants issued pursuant to the Private Placement; and
(5) contractual obligations which may require the Resulting Issuer to issue the Optionor Future Shares and the Optionor Bonus Shares.

11. Subsequent events (continued)

(i)(continued) Gideon has received conditional approval from the Exchange for the Amalgamation to constitute Gideon's Qualifying Transaction.

In conjunction with the Amalgamation, Gideon and Bathurst are completing the Private Placement, which consists of a brokered private placement, through the Agent, of a minimum of 7,000,000 Private Placement Units (including at least $450,000 of Units) and a maximum of 10,000,000 Private Placement Units at a price of $0.15 per Unit and $0.17 per FT Unit, for aggregate gross proceeds of up to $1,500,000.

In connection with the Private Placement and pursuant to the Agency Agreement, the Agent is entitled to a cash commission equal to 8% of the aggregate gross proceeds from the sale of the Units to subscribers that they introduce to Gideon and Bathurst, and Broker Warrants equal to 8% of the number of Private Placement Units purchased by such subscribers.

Following completion of the Amalgamation, Bathurst will be a wholly owned subsidiary of the Resulting Issuer.

(ii) On August 12, 2013, the Company announced that it had entered into an agreement with Monterra for the conversion of its previously announced loans to Monterra. In connection with the Monterra QT, the Company had advanced to Monterra $25,000 as an unsecured loan which matured on March 31, 2013, and $225,000 as a secured loan which matured on May 31, 2013. The Company and Monterra have entered into an agreement to convert the unsecured loan plus accrued interest of $1,461, the secured loan plus accrued interest of $24,586, and $100,000 of expenses incurred by the Company in connection with the Monterra QT, which was subsequently terminated, into an aggregate of 7,520,948 common shares of Monterra as part of a significant re-structuring being completed by Monterra. The shares issuable to the Company will represent approximately 6% of the issued and outstanding shares of Monterra upon completion of its initial re-structuring.

GIDEON CAPITAL CORP.

(A CAPITAL POOL COMPANY)

CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2013 AND MARCH 31, 2012

(EXPRESSED IN CANADIAN DOLLARS)

GIDEON CAPITAL CORP.

(A CAPITAL POOL COMPANY)

CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2013 AND MARCH 31, 2012

(EXPRESSED IN CANADIAN DOLLARS)

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Schwartz Levitsky Feldman llp
CHARTERED ACCOUNTANTS
LICENSED PUBLIC ACCOUNTANTS
TORONTO • MONTREAL

SLF

INDEPENDENT AUDITOR'S REPORT

To the Shareholders' of
Gideon Capital Corp.

We have audited the accompanying consolidated financial statements of Gideon Capital Corp., which comprise the consolidated statements of financial position as at March 31, 2013 and 2012 and the consolidated statements of operations and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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SLF

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Gideon Capital Corp. as at March 31, 2013 and 2012, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which indicates that the Company incurred a net loss of $530,450 during the year ended March 31, 2013 and the Company has an accumulated deficit of $802,678 as of that date. These conditions along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Schwartz Levitsky Feldman llp

Toronto, Ontario
July 29, 2013

Chartered Accountants
Licensed Public Accountants

GIDEON CAPITAL CORP.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	As at March 31, 2013	As at March 31, 2012
Assets		
Current		
Cash (Note 5)	**$ 27,044**	$ 548,066
Sundry receivable	**13,075**	-
Prepaid expenses and deposits	**58,817**	27,260
Loans receivable (Note 6)	**1**	25,000
Total Assets	**$ 98,937**	$ 600,326
Liabilities		
Current		
Accounts payable and accrued liabilities	**$ 52,133**	$ 23,072
Total Liabilities	**52,133**	23,072
Shareholders' Equity		
Capital stock (Note 7)	**654,393**	654,393
Reserve for share-based payments (Note 8)	**195,089**	195,089
Deficit	**(802,678)**	(272,228)
Total Shareholders' Equity	**46,804**	577,254
Total Liabilities and Shareholders' Equity	**$ 98,937**	$ 600,326

Nature of operations and going concern (Note 1)
Related party transactions (Note 10)
Subsequent events (Note 15)

Approved on behalf of the Board:

"Bill G. Calsbeck", Director
Bill G. Calsbeck

"Richard A. Meloff", Director
Richard A. Meloff

The accompanying notes are an integral part of these consolidated financial statements

GIDEON CAPITAL CORP.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Year Ended March 31, 2013	Period from June 15, 2011 (Date of Incorporation) to March 31, 2012 (Note 14)
Expenses		
General and administrative (Note 11)	**$ 281,009**	$ 272,228
Operating loss before the following:	**(281,009)**	(272,228)
Interest income	**14,497**	-
Impairment of loans receivable (Note 6)	**(263,938)**	-
Net loss and comprehensive loss for the year	**$ (530,450)**	$ (272,228)
Loss per share - basic and diluted (Note 9)	**$ (0.05)**	$ (0.07)
Weighted average number of shares outstanding - basic and diluted (Note 9)	**10,500,000**	3,890,710

The accompanying notes are an integral part of these consolidated financial statements

GIDEON CAPITAL CORP.
Consolidated Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Number of Shares	Capital Stock	Reserve for Share-based Payments	Deficit	Total
Balance, June 15, 2011	-	$ -	$ -	$ -	$ -
Shares issued for cash	2,000,000	100,000	-	-	100,000
Private placement	8,000,000	400,000	-	-	400,000
Initial public offering	2,500,000	250,000	-	-	250,000
Issuance of stock options	-	(23,302)	195,089	-	171,787
Share issuance costs	-	(72,305)	-	-	(72,305)
Net loss and comprehensive loss for the period	-	-	-	(272,228)	(272,228)
Balance, March 31, 2012	**12,500,000**	**$ 654,393**	**$ 195,089**	**$ (272,228)**	**$ 577,254**
Net loss and comprehensive loss for the year	-	-	-	(530,450)	(530,450)
Balance, March 31, 2013	**12,500,000**	**$ 654,393**	**$ 195,089**	**$ (802,678)**	**$ 46,804**

The accompanying notes are an integral part of these consolidated financial statements

GIDEON CAPITAL CORP.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year Ended March 31, 2013	Period from June 15, 2011 (Date of Incorporation) to March 31, 2012 (Note 14)
Cash (used in) provided by:		
Operating Activities		
Net loss	**$ (530,450)**	$ (272,228)
Add items not affecting cash:		
Accrued interest	**(13,939)**	-
Impairment of loans receivable	**263,938**	-
Share-based payments	**-**	171,787
Net changes in non-cash working capital:		
Increase in sundry receivable	**(13,075)**	-
Increase in prepaid expenses and deposits	**(31,557)**	(27,260)
Increase in accounts payable and accrued liabilities	**29,061**	23,072
Net cash used in operating activities	**(296,022)**	(104,629)
Financing Activities		
Increase in loans receivable	**(225,000)**	(25,000)
Issuance of common shares	**-**	750,000
Share issuance costs	**-**	(72,305)
Net cash provided by financing activities	**(225,000)**	652,695
Change in cash during the year	**(521,022)**	548,066
Cash, beginning of year	**548,066**	-
Cash, end of year	**$ 27,044**	$ 548,066

The accompanying notes are an integral part of these consolidated financial statements

1. Nature of operations and going concern

Gideon Capital Corp. (the "Company" or "Gideon") was incorporated on June 15, 2011 under the *Business Corporations Act* (Ontario). The Company intends to carry on business as a capital pool company ("CPC"), pursuant to Policy 2.4 (the “CPC Policy”) of the TSX Venture Exchange (the "Exchange"). The registered office of the Company is located at 36 Lombard St, Suite 700, Toronto, Ontario, Canada, M5C 2X3. As at March 31, 2013, the Company has not commenced commercial operations and has no assets other than cash, sundry receivable, prepaid expenses and deposits and loans receivable. 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 such term is defined in the CPC Policy).

The Company must complete a Qualifying Transaction, which is subject to the approval of the Exchange and, in the case of a Non-Arms Length Qualifying Transaction (as such term is defined in the CPC Policy) must also receive Majority of the Minority Approval (as such term is defined in the CPC Policy). The Exchange could suspend the trading of the Company’s common shares or delist these shares if the Company does not complete an approved Qualifying Transaction within the prescribed time.

The ability of the Company to continue as a going concern is dependant upon, among other things, being able to obtain additional financing, and maintaining positive operating cash flows. These consolidated financial statements have been prepared on the basis that the Company is a going concern and do not include adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments may be material.

During the year ended March 31, 2013, the Company incurred a net loss of $530,450 (period from June 15, 2011 to March 31, 2012 - $272,228) and, as of that date, the Company has an accumulated deficit of $802,678 (March 31, 2012 - $272,228). The ability of the Company to carry out its business plan rests with its ability to secure additional equity and other financing. Although the Company has been successful in obtaining financing in the past, the Company will require continued support. These material uncertainties cast significant doubt about the Company's ability to continue as a going concern.

On June 1, 2012, the Company entered into an amalgamation agreement (the “Amalgamation Agreement”) with Monterra S.A. (“Monterra”). The transactions contemplated in the Amalgamation Agreement, once completed, would have constituted the Company’s Qualifying Transaction, pursuant to Policy 2.4 (the “Monterra QT”).

2. Significant accounting policies

(a) Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by International Financial Reporting Interpretations Committee ("IFRIC"), effective for the Company's reporting for the year ended March 31, 2013. The policies set out below are based on IFRS issued and outstanding as of July 29, 2013, the date the Board of Directors approved these consolidated financial statements.

(b) Basis of presentation

The consolidated financial statements have been prepared on the historical cost basis except for certain non-current assets and financial instruments which are measured at fair value as explained in the accounting policies set out in Note 4.

2. Significant accounting policies (continued)

(c) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its wholly-owned subsidiary, Gideon Acquisition Corp. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

(d) Functional and presentation currency

These consolidated financial statements have been prepared in Canadian dollars, which is the Company's functional and presentation currency.

(e) Qualifying transaction costs

Costs incurred with respect to the Qualifying Transaction are charged to the consolidated statement of loss and comprehensive loss.

(f) 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").

FVTPL 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. Sundry receivable and loans receivable are classified as loans and receivable.

Financial assets classified as available for sale and measured at fair value with unrealized gains and losses recognized in other comprehensive 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 FVTPL, or other financial liabilities, as appropriate.

Financial liabilities classified as other 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 March 31, 2013 the Company has not classified any financial liabilities as FVTPL.

2. Significant accounting policies (continued)

(f) Financial instruments (continued)

Financial instruments recorded at fair value

Financial instruments recorded at fair value 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).
- 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 1 and loan receivable is classified as level 3.

(g) Share capital and warrants

Common shares and warrants are classified as equity. The share capital represents the amount received upon issuance of shares. Incremental costs directly attributable to the issuance of shares or warrants are recognized as a deduction from the proceeds in equity in the period in which the transaction occurs. Proceeds from unit placements are allocated between shares and warrants issued on a pro-rata basis of their value within the unit using the Black-Scholes pricing model to determine the fair value of warrants issued.

(h) Share-based payment transactions

The Company has a share-based compensation plan that grants stock options to employees and non-employees. This plan is an equity-settled plan. For equity-settled share-based payment transactions, the Company measures the goods and services received, and the corresponding increase in equity, directly, at the fair value of the goods or services received, unless fair value cannot be estimated reliably. If the Company cannot estimate reliably the fair value of the goods or services received, the Company measures their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted, using an option pricing model.

The expense is recognized over the vesting period of the options granted, and is recognized as an expense in earnings with a corresponding credit to reserve for share-based payments. At the end of each reporting period the Company re-assesses its estimate of the number of stock options expected to vest and recognizes the impact of any revisions in earnings. Any consideration paid by employees and directors on exercise of stock options is credited to capital stock combined with any related share-based payment expense originally recorded in contributed surplus.

(i) Loss per share

The Company presents basic and diluted loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all warrants and options outstanding that may add to the total number of common shares.

2. Significant accounting policies (continued)

(j) 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. The Company has no material provisions as at March 31, 2013 and 2012.

(k) Income taxes

Income tax on the profit or loss for the year comprises of current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

(l) Significant accounting judgments and estimates

The preparation of these consolidated 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 consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated 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.

2. Significant accounting policies (continued)

(l) Significant accounting judgments and estimates (continued)

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:

- All inputs used in the Black-Scholes option pricing model for determining the fair value of share-based payment transactions in the consolidated statement of loss and comprehensive loss;
- the assumptions used for determining the amount of deferred income taxes and deferred income tax assets and liabilities including future income tax rate and recoverability; and
- Going concern presentation of the consolidated financial statements which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.
- The Company's ability to complete a Qualifying Transaction within the prescribed time period.

(m) Recent accounting pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after July 1, 2012 or later periods. Many are not applicable or do not have a significant impact to Gideon and have been excluded below. The following have not yet been adopted and are being evaluated to determine their impact on Gideon. The Company has no plans for early adoption of the following pronouncements.

(i) IFRS 9 – Financial instruments (“IFRS 9”) was issued by the IASB in October 2010 and will replace IAS 39 - Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. Earlier application is permitted.

(ii) IFRS 10 – Consolidated financial statements (“IFRS 10”) was issued by the IASB in May 2011. IFRS 10 is a new standard which identifies the concept of control as the determining factor in assessing whether an entity should be included in the consolidated financial statements of the parent company. Control is comprised of three elements: power over an investee; exposure to variable returns from an investee; and the ability to use power to affect the reporting entity’s returns. IFRS 10 is effective for annual periods beginning on or after January 1, 2013.
(iii) IFRS 11 – Joint arrangements (“IFRS 11”) was issued by the IASB in May 2011. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and expenses in accordance with the arrangement, whereas entities in the latter case account for the arrangement using the equity method. IFRS 11 is effective for annual periods beginning on or after January 1, 2013.

(iv) IFRS 12 – Disclosure of interests in other entities (“IFRS 12”) was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entity's reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. IFRS 12 is effective for annual periods beginning on or after January 1, 2013.

2. Significant accounting policies (continued)

(m) Recent accounting pronouncements (continued)

(v) IFRS 13 – Fair value measurement (“IFRS 13”) was issued by the IASB in May 2011. IFRS 13 is a new standard which provides a precise definition of fair value and a single source of fair value measurement considerations for use across IFRSs. The key points of IFRS 13 are as follows:

- fair value is measured using the price in a principal market for the asset or liability, or in the absence of a principal market, the most advantageous market;
- financial assets and liabilities with offsetting positions in market risks or counterparty credit risks can be measured on the basis of an entity’s net risk exposure;
- disclosure regarding the fair value hierarchy has been moved from IFRS 7 to IFRS 13, and further guidance has been added to the determination of classes of assets and liabilities;
- a quantitative sensitivity analysis must be provided for financial instruments measured at fair value;
- a narrative must be provided discussing the sensitivity of fair value measurements categorized under Level 3 of the fair value hierarchy to significant unobservable inputs; and
- information must be provided on an entity’s valuation processes for fair value measurements categorized under Level 3 of the fair value hierarchy.

IFRS 13 is effective for annual periods beginning on or after January 1, 2013.

(vi) IAS 1 – Presentation of financial statements (“IAS 1”) was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that might be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The amendments to IAS 1 are effective for annual periods beginning on or after July 1, 2012.

(vii) IAS 27 - Separate financial statements ("IAS 27") was effective for annual periods beginning on or after January 1, 2013, as a result of the issue of the new consolidation suite of standards, IAS 27 has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

(viii) IAS 32 - Financial instruments, presentation ("IAS 32") was effective for annual periods beginning on or after January 1, 2014. IAS 32 was amended to clarify that the right of offset must be available on the current date and cannot be contingent on a future date. Earlier application is permitted.

3. Capital management

The Company’s objective when managing its capital is to ensure sufficient equity financing to fund a Qualifying Transaction in a way that maximizes the shareholders’ return given the assumed risks of its operations. The Company considers shareholders’ equity as capital. The Company 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 currently utilize any quantitative measures to monitor its capital.

(Expressed in Canadian Dollars)

4. Financial instruments

The Company's financial instruments consist of cash, sundry receivable, loans receivable and accounts payable and accrued liabilities. The Company's financial risk exposure and the impact of the Company's financial instruments are summarized below:

Credit risk

All of the Company's cash is held at one financial institution which is a Canadian Chartered Bank in which Management believes that the risk of loss is minimal but the Company is subject to concentration of credit risk.

Liquidity risk

The Company does not have any borrowings nor does it have any capacity to borrow funds. The liquidity risk of the Company is that it may not have sufficient funds to meet financial obligations as they fall due. However, as at March 31, 2013, the Company had working capital of $46,804.

Interest rate risk

It is management's opinion that the Company is not exposed to significant interest risk arising from these financial instruments.

Fair value

Fair value of financial instruments is as follows:

	March 31, 2013		**March 31, 2012**	
	Book Value	**Fair Value**	**Book Value**	**Fair Value**
Cash	**$ 27,044**	**$ 27,044**	$ 548,066	$ 548,066
Sundry receivable	**$ 13,075**	**$ 13,075**	$ -	$ -
Loans receivable	**$ 1**	**$ 1**	$ 25,000	$ 25,000
Accounts payable and accrued liabilities	**$ 52,133**	**$ 52,133**	$ 23,072	$ 23,072

5. Cash restrictions

The 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 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 not related to the identification and evaluation of a Qualifying Transaction. These restrictions apply until completion of a Qualifying Transaction by the Company pursuant to the CPC Policy.

6. Loans receivable

Under the terms of the letter of intent signed by the Company with Monterra on March 2, 2012 to complete the Monterra QT, the Company advanced a loan of $25,000 to Monterra on March 31, 2012, to be used to preserve Monterra's assets. The loan is unsecured and bears interest at 5% per annum. The principal and accrued interest is payable on maturity on March 31, 2013 (see Note 15). As at March 31, 2013, interest of $1,250 was accrued.

On May 1, 2012, the Company granted a secured promissory note of $225,000 to Monterra that bears interest at 0.5% per month, compounded monthly. The principal and accrued interest are payable at maturity which is the earlier of May 31, 2013 or completion of the Amalgamation (see Note 15). As at March 31, 2013, interest of $12,689 was accrued.

(Expressed in Canadian Dollars)

6. Loans receivable (continued)

The loan is secured by a pledge agreement dated May 1, 2012 made between the parties that pledge 99.98% of the issued and outstanding shares of Terrasources Minerals S.A., a wholly-owned Ecuadorian subsidiary of Monterra, as security.

Monterra is required to repay the Company the outstanding amount of the secured loan of $239,625 (which includes interest accrued up to May 7, 2013) and the outstanding amount of the unsecured loan of $26,250. The parties are continuing to negotiate the terms of such repayment. As at March 31, 2013, the Company determined that the loans receivable are impaired since the loans are currently in default based on the terms of the promissory note agreements. As well, based on the current negotiations with Monterra S.A., and the Company's assessment as to the full recoverability of the loans, including an assessment of the security on the secured loan, namely the shares of Terrasources Minerals S.A., the Company determined the loans receivable to be uncollectible. As such, the Company has taken an impairment charge on the loans receivable of $263,938, which is recorded in the consolidated statement of loss and comprehensive loss.

Transaction costs associated with the Monterra transaction amounted to $162,709 at March 31, 2013, and were charged to the consolidated statement of loss and comprehensive loss.

7. Capital stock

(a) Authorized

Unlimited number of common shares.

(b) Common shares issued

	Number of Common Shares	Stated Value
Balance, June 15, 2011	**-**	**$ -**
Shares issued for cash (i)	2,000,000	100,000
Private placement (ii)	8,000,000	400,000
Initial public offering (iii)	2,500,000	250,000
Issuance of stock options	-	(23,302)
Share issuance costs	-	(72,305)
Balance, March 31, 2012 and March 31, 2013	**12,500,000**	**$ 654,393**

(i) On October 24, 2011, the Company issued 2,000,000 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. However, the release of the escrowed shares will be accelerated if the Company meets the Exchange Tier 1 initial listing requirements. Shares held in escrow may 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.

(ii) On October 25, 2011, the Company completed a non-brokered private placement by issuing 8,000,000 common shares at a price of $0.05 per share, for gross proceeds of $400,000, which are also subject to a CPC Escrow Agreement.

(iii) 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 Company paid Raymond James Ltd., the agent, $72,305 towards commissions and corporate finance services related to the initial public offering, and granted 250,000 agent's options (Note 8).

(Expressed in Canadian Dollars)

8. Stock options

The following table shows the continuity of options:

	Number of Options	Weighted Average Exercise Price
Balance, June 15, 2011	**-**	**$ -**
Granted (i)(ii)	1,500,000	0.10
Balance, March 31, 2012 and March 31, 2013	**1,500,000**	**$ 0.10**

(i) At the closing of the initial public offering, the Company granted a total of 1,250,000 stock options to its directors and corporate secretary to acquire a total of 1,250,000 common shares, exercisable within 10 years at a price of $0.10 per share. These options were valued at $171,787 using the Black-Scholes option pricing model with the following assumptions:

Risk free interest rate	1.94%
Expected dividend	Nil
Expected volatility	100%
Expected life	3653 days
Exercise price	$0.10

(ii) At the closing of the initial public offering, the Company also granted 250,000 agent's options to Raymond James Ltd., exercisable within 24 months from the date of listing, to acquire a total of 250,000 common shares at a price of $0.10 per share (Note 7). These options were valued at $23,302 using the Black-Scholes option pricing model with the following assumptions:

Risk free interest rate	0.99%
Expected dividend	Nil
Expected volatility	100%
Expected life	736 days
Exercise price	$0.10

The following table reflects the actual stock options issued and outstanding as of March 31, 2013:

Expiry Date	Exercise Price ($)	Weighted Average Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (Exercisable)	Grant Date Fair Value ($)
February 3, 2014	0.10	0.85	250,000	250,000	23,302
January 27, 2022	0.10	8.83	1,250,000	1,250,000	171,787
		7.24	**1,500,000**	**1,500,000**	**195,089**

9. Net loss per share

The calculation of basic and diluted loss per share for the year ended March 31, 2013 was based on the loss attributable to common shareholders of $530,450 (period from June 15, 2011 to March 31, 2012 - $272,228) and the weighted average number of common shares outstanding of 10,500,000 (period from June 15, 2011 to March 31, 2012 - 3,890,710) for basic and diluted loss per share. Diluted loss did not include the effect of options for the year ended March 31, 2013 and for the period from June 15, 2011 to March 31, 2012, as they are anti-dilutive.

The seed shares being 2,000,000 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.

(Expressed in Canadian Dollars)

10. 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.

During the year ended March 31, 2013, the Company paid $20,449 to a company in which the current CEO and CFO has significant ownership with regards to rent, bookkeeping and office support and $33,576 to the current and former CEO and CFO, with regards to reimbursement of travel expenses.

As at March 31, 2013, the statement of financial positions includes a balance of $2,567 due from a company controlled by the current CEO and CFO.

During the period ended March 31, 2012, the Company granted 1,250,000 stock options fair-valued at $171,787 using the Black-Scholes option pricing model, to its directors and corporate secretary. Also see Note 8.

11. General and administrative

	Year Ended March 31, 2013	Period from June 15, 2011 (Date of Incorporation) to March 31, 2012
Office and general	**$ 59,076**	$ 40,315
Professional fees	**59,224**	60,126
Share-based payments	**-**	171,787
Transaction costs (Note 6)	**162,709**	-
	$ 281,009	$ 272,228

12. Income taxes

(i) Income tax expense

The Company does not have any current income tax expense. The following table reconciles the expected income tax recovery at the statutory income tax rate of 26.5% (2012 - 25%) to the amount recognized in the statements of operations:

	Year Ended March 31, 2013	Period from June 15, 2011 (Date of Incorporation) to March 31, 2012
Net loss for the year	**$ (530,450)**	$ (272,228)
Expected income tax recovery at statutory income tax rates	**(140,570)**	(68,057)
Share-based compensation	**-**	42,947
Share issuance costs	**(3,832)**	(3,615)
Impairment loss on loans receivable	**69,944**	-
Other adjustments	**1,246**	162
Tax benefit or non-capital losses not recognized	**73,212**	28,563
Income tax expense	**$ -**	$ -

(Expressed in Canadian Dollars)

12. Income taxes (continued)

(ii) Unrecognized deferred tax assets

The temporary differences that give rise to the future income tax asset or future income tax liability at the substantively enacted tax rate of 26.5% are as follows:

March 31,	2013	2012
Non-capital loss carry-forwards	**$ 103,489**	$ 26,366
Share issuance costs	**11,496**	3,796
Unrecognized deferred tax asset	**$ 114,985**	$ 30,162

The deferred tax asset has not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize benefits.

(iii) Tax losses

As at March 31, 2013, the Company had non-capital losses of approximately $390,524 which are available to reduce future taxable income. The future benefit of these losses has not been recognized in these consolidated financial statements. The losses expire as follows:

2032	$ 114,254
2033	276,270
Total	$ 390,524

13. Segmented information

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

14. Comparative figures

Presentation of certain prior year's numbers have been changed to conform to the current year's presentation. In particular, in the prior year, share-based compensation of $171,787, professional fees of $60,126 and office and general of $40,315 were disclosed separately in the statement of loss and comprehensive loss. In the current year, this breakdown is presented in note 11.

15. Subsequent events

(i) On May 7, 2013, the Company announced the termination of the Amalgamation Agreement between Gideon and Monterra for the acquisition of 100% of the common shares of Monterra. Accordingly, the common shares of Gideon resumed trading on the Exchange at the opening of the market on May 9, 2013.

Monterra is required to repay the Company the outstanding amount of the Secured Loan of $239,625 (which include interest accrued up to May 7, 2013) and the outstanding amount of the Unsecured Loan of $26,250 and the parties are negotiating the terms of such repayment. As at March 31, 2013, the Company has taken an impairment charge on the loans receivable of $263,938, which is recorded in the consolidated statement of loss and comprehensive loss.

(ii) On July 12, 2013, the Company announced that it had entered into a letter of intent dated July 12, 2013 (the “LOI”) for the arm's length acquisition of 100% of the common shares of Bathurst Resources Corp. (“Bathurst”).

Bathurst is a mining exploration company with an option on certain volcanic-hosted massive sulphides properties in the Province of New Brunswick. Bathurst’s principal project is the Gloucester Project. Bathurst is not a reporting issuer in any jurisdiction and the Bathurst Shares are not listed or posted for trading on any stock exchange. No public market exists for the Bathurst Shares. Bathurst has no subsidiaries or Affiliates.

15. Subsequent events (continued)

(ii)(continued) Pursuant to the LOI, Gideon and Bathurst agreed to combine their businesses. They subsequently agreed that the most effective means of achieving such goal was to complete a triangular amalgamation ("Amalgamation").

The Amalgamation effectively provides for the acquisition of all of the outstanding equity interests of Bathurst by Gideon, indirectly through the Amalgamation Entity (a wholly owned Ontario incorporated subsidiary of Gideon) in a transaction in which Bathurst Shareholders will receive Gideon Shares and, if applicable, convertible securities of Gideon. As a result of the amalgamation of Amalgamation Entity and Bathurst, Gideon will become the sole beneficial owner of all of the outstanding shares of the Resulting Issuer. The Resulting Issuer is defined as Gideon after giving effect to the Amalgamation.

Pursuant to the LOI between Gideon, Bathurst and the Amalgamated Entity, upon completion of the Amalgamation every one (1) Bathurst Share held by Bathurst Shareholders, who have not validly exercised their dissent rights, will be exchanged for one (1) Resulting Issuer Share.

The Amalgamation will result in Gideon issuing an aggregate of 15,000,000 Resulting Issuer Shares to the Bathurst Shareholders, up to 10,000,000 Resulting Issuer Shares to purchasers in connection with the Private Placement and 533,332 Resulting Issuer Shares pursuant to Bathurst's obligations under the L'Or Bai and Chamberlain Option Agreement. Following completion of the Amalgamation (assuming the Maximum Offering is achieved), 38,033,332 Resulting Issuer Shares will be outstanding, without giving effect to:

(1) options to purchase 350,000 Resulting Issuer Shares pursuant to the Gideon Options;
(2) broker warrants to purchase 250,000 Resulting Issuer Shares pursuant to the Gideon Broker Warrants;
(3i) warrants to purchase up to 10,000,000 Resulting Issuer Shares pursuant to the Private Placement;
(4) broker warrants to purchase up to 560,000 Resulting Issuer Shares as a result of the Broker's Warrants issued pursuant to the Private Placement; and
(5) contractual obligations which may require the Resulting Issuer to issue the Optionor Future Shares and the Optionor Bonus Shares.

Gideon has received conditional approval from the Exchange for the Amalgamation to constitute Gideon's Qualifying Transaction.

In conjunction with the Amalgamation, Gideon and Bathurst are completing the Private Placement, which consists of a brokered private placement, through the Agent, of a minimum of 7,000,000 Private Placement Units (including at least $450,000 of Units) and a maximum of 10,000,000 Private Placement Units at a price of $0.15 per Unit and $0.17 per FT Unit, for aggregate gross proceeds of up to $1,500,000.

In connection with the Private Placement and pursuant to the Agency Agreement, the Agent is entitled to a cash commission equal to 8% of the aggregate gross proceeds from the sale of the Units to subscribers that they introduce to Gideon and Bathurst, and Broker Warrants equal to 8% of the number of Private Placement Units purchased by such subscribers.

Following completion of the Amalgamation, Bathurst will be a wholly owned subsidiary of the Resulting Issuer.

GIDEON CAPITAL CORP.

FINANCIAL STATEMENTS

MARCH 31, 2012

(EXPRESSED IN CANADIAN DOLLARS)

GIDEON CAPITAL CORP.

FINANCIAL STATEMENTS

MARCH 31, 2012

(EXPRESSED IN CANADIAN DOLLARS)

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Schwartz Levitsky Feldman llp
CHARTERED ACCOUNTANTS
LICENSED PUBLIC ACCOUNTANTS
TORONTO, MONTREAL

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Gideon Capital Corp.

We have audited the accompanying financial statements of Gideon Capital Corp., which comprise the statement of financial position as at March 31, 2012, the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the period from June 15, 2011 (date of incorporation) to March 31, 2012 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

2300 Yonge Street, Suite 1500
Toronto, Ontario M4P 1E4
Tel: 416 785 5353
Fax: 416 785 5663

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Gideon Capital Corp. as at March 31, 2012 and its financial performance and its cash flows for the period from June 15, 2011 (date of incorporation) to March 31, 2012 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to note 1 of these financial statements which indicates that the Company's continuing operations as intended are dependent upon its ability to identify, evaluate and acquire an interest in a business or asset. When the Company completes its Qualifying Transaction within the required period, additional funding may be required. This condition indicates the existence of material uncertainty that may cast significant doubt about the company's ability to continue as a going concern.

"SCHWARTZ LEVITSKY FELDMAN LLP"

Toronto, Ontario
July 31, 2012

Chartered Accountants
Licensed Public Accountants

GIDEON CAPITAL CORP.
Statement of Financial Position
As at March 31, 2012
(Expressed in Canadian Dollars)

ASSETS		
CURRENT		
Cash (note 5)	$	548,066
Prepaid expenses and deposits		27,260
Loan receivable (note 6)		25,000
TOTAL ASSETS		600,326
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	$	23,072
TOTAL LIABILITIES		23,072
SHAREHOLDERS' EQUITY		
CAPITAL STOCK (note 7)		654,393
RESERVE FOR SHARE-BASED PAYMENTS		195,089
DEFICIT		(272,228)
TOTAL SHAREHOLDERS' EQUITY		577,254
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$	600,326

GOING CONCERN (note 1)

RELATED PARTY TRANSACTIONS (note 9)

SUBSEQUENT EVENTS (note 14)

APPROVED ON BEHALF OF THE BOARD

"MARTIN J. DOANE" Director

"RICHARD A. MELOFF" Director

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

GIDEON CAPITAL CORP.

Statement of Loss and Comprehensive Loss
For the period from June 15, 2011 (date of incorporation) to March 31, 2012
(Expressed in Canadian Dollars)

REVENUE	$	-
EXPENSES		
Share-based compensation		171,787
Professional fees		60,126
Office and general		40,315
		272,228
Net loss and comprehensive loss for the period	$	(272,228)
Basic and diluted loss per share	$	(0.07)
Weighted average number of shares outstanding		3,890,710

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

GIDEON CAPITAL CORP.

Statement of Changes in Shareholders' Equity
For the period from June 15, 2011 (date of incorporation) to March 31, 2012
(Expressed in Canadian Dollars)

	No. of shares	Share Capital	Reserve for Share-based Payments	Deficit	Total
Balance, June 15, 2011	-	$ -	$ -	$ -	$ -
Shares issued for cash	2,000,000	$ 100,000	$ -	$ -	$ 100,000
Private placement	8,000,000	$ 400,000	$ -	$ -	$ 400,000
Initial public offering	2,500,000	250,000	-	-	250,000
Issuance of stock options	-	(23,302)	195,089	-	171,787
Share issuance costs	-	(72,305)	-	-	(72,305)
Net loss and comprehensive loss for the period	-	-	-	(272,228)	(272,228)
Balance, March 31, 2012	12,500,000	$ 654,393	$ 195,089	$(272,228)	$ 577,254

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

GIDEON CAPITAL CORP.

Statement of Cash Flows
For the period from June 15, 2011 (date of incorporation) to March 31, 2012
(Expressed in Canadian Dollars)

CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$	(272,228)
Add items not affecting cash:		
Share-based compensation		171,787
Change in non-cash working capital items:		
Increase in prepaid expenses and deposits		(27,260)
Increase in loan receivable		(25,000)
Increase in accounts payable and accrued liabilities		23,072
		(129,629)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of common shares		750,000
Share issuance costs		(72,305)
		677,695
NET INCREASE IN CASH DURING THE YEAR		548,066
Cash, beginning of year		-
CASH, END OF YEAR	$	548,066

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Gideon Capital Corp. (the "Company") was incorporated on June 15, 2011 under the Business Corporations Act of Ontario. The Company intends to carry on business as a capital pool company ("CPC"), pursuant to policy 2.4 (the "CPC Policy") of the TSX Venture Exchange (the "Exchange"). The registered office of the Company is located at 36 Lombard St, Suite 700, Toronto, Ontario, Canada, M5C 2X3. As at March 31, 2012, the Company has not commenced commercial operations and has no assets other than cash, prepaid expenses and deposits, and a loan receivable. 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 Company must complete a Qualifying Transaction, which is subject to the approval of the Exchange and, in the case of a non-arms length Qualifying Transaction, as defined in accordance with the CPC Policy, must also receive Majority of the Minority shareholders' approval. The Exchange could suspend the trading of the Company's common shares or delist these shares if the Company does not complete an approved Qualifying Transaction within 24 months from the date it was listed on the Exchange.

On March 2, 2012, the Company signed a Letter of Intent ("LOI") with Monterra S.A. ("Monterra") to do a triangular amalgamation with Monterra and a wholly owned subsidiary of the Company incorporated under the laws of the Republic of Panama. The Transaction shall constitute an arm's length Qualifying Transaction for the Company within the meaning of Policy 2.4 of the Exchange's Corporate Finance Manual and is subject to a number of conditions precedent, including a due diligence, a private placement described hereafter and the receipt of all requisite regulatory and corporate approvals, including that of the Exchange.

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applied on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company is newly incorporated, has no source of operating revenues and its ability to operate as a going concern in the near term will depend on its ability to raise financing and to commence profitable operations in the future. These financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern and therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts that may differ from those shown in the financial statements.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

(a) Statement of Compliance

These financial statements have been prepared by management using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and Interpretation of the International Financial Reporting Interpretations Committee with an effective date of March 31, 2012.

The financial statements were approved and authorized for issuance by the Board of Directors on July 31, 2012.

(b) Basis of Presentation

The financial statements have been prepared on the historical cost basis except for certain non-current assets and financial instruments which are measured at fair value as explained in the accounting policies set out in note 11.

Significant Accounting Policies

(c) Functional and presentation currency

These financial statements have been prepared in Canadian dollars, which is the company's functional and presentation currency.

(d) 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. The Company has no material provisions as at March 31, 2012.

(e) Share capital and warrants

Common shares and warrants are classified as equity. The share capital represents the amount received upon issuance of shares. Incremental costs directly attributable to the issuance of shares or warrants are recognized as a deduction from the proceeds in equity in the period in which the transaction occurs. Proceeds from unit placements are allocated between shares and warrants issued on a pro-rata basis of their value within the unit using the Black-Scholes pricing model to determine the fair value of warrants issued.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(f) Share-based payment transactions

The Company has a share-based compensation plan that grants stock options to employees and non-employees. This plan is an equity-settled plan. For equity-settled share-based payment transactions, the Company measures the goods and services received, and the corresponding increase in equity, directly, at the fair value of the goods or services received, unless fair value cannot be estimated reliably. If the Company cannot estimate reliably the fair value of the goods or services received, the Company measures their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted, using an option pricing model.

The expense is recognized over the vesting period of the options granted, and is recognized as an expense in earnings with a corresponding credit to reserve for share-based payments. At the end of each reporting period the Company re-assesses its estimate of the number of stock options expected to vest and recognizes the impact of any revisions in earnings. Any consideration paid by employees and directors on exercise of stock options is credited to capital stock combined with any related stock-based compensation expense originally recorded in contributed surplus.

(g) Qualifying transaction costs

Costs incurred with respect to the Qualifying Transaction are charged to the statement of loss and comprehensive loss.

(h) Income taxes

Income tax on the profit or loss for the year comprises of current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(i) Loss per Share

The Company presents basic and diluted loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all warrants and options outstanding that may add to the total number of common shares.

(j) 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").

FVTPL 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 other 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 March 31, 2012 the Company has not classified any financial liabilities as FVTPL.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(j) Financial Instruments (cont'd)

Financial Instruments recorded at Fair Value

Financial instruments recorded at fair value 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).
Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash and loan receivable are classified as level 1.

Accounts payable and accrued liabilities are classified as level 3.

(k) 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 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 inputs used in the Black-Scholes valuation model (volatility; interest rate; expected life and forfeiture rate) in accounting for share-based payment transactions;

- the valuation allowance of income tax accounts; and

- accrued liabilities.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(l) Future Accounting Pronouncements

(i) International Financial Reporting Standard 9, Financial Instruments ("IFRS 9")

IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories; amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. This standard is effective as of April 1, 2015 but early adoption is permitted. The extent of impact has not yet been determined.

(ii) 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.

The Company has not applied the new and revised standards in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Company, except for IFRS 9, which becomes mandatory as of April 1, 2013 and is expected to impact classification and measurement of financial assets. The extent of the impact has not yet been determined.

(iii) IFRS 10 Consolidated Financial Statements

IFRS 10, Consolidated Financial Statements, requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 Consolidation - Special Purpose Entities and parts of IAS 27, Consolidated and Separate Financial Statements. The standard is effective as of April 1, 2013.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(l) Future Accounting Pronouncements (cont'd)

(iv) IFRS 11 Joint Arrangements

In May 2011, the IASB issued IFRS 11 Joint Arrangements. IFRS 11 supersedes IAS 31 Interests in Joint Ventures, and SIC-13 Jointly Controlled Entities – Nonmonetary Contributions by Venturers. IFRS 11 focuses on the rights and obligations of the arrangement rather than its legal form. The standard requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation, the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under IFRS 11, entities no longer have a choice to proportionately consolidate or equity account for interests in joint ventures. Upon application of IFRS 11, entities which had previously accounted for joint ventures using proportionate consolidation shall collapse the proportionately consolidated net asset value (including any allocation of goodwill) into a single investment balance at the beginning of the earliest period presented. The investment's opening balance is tested for impairment in accordance with IAS 28 Investment in Associates and Joint Ventures and IAS 36 Impairment of Assets. Any impairment losses are recognized as an adjustment to opening retained earnings at the beginning of the earliest period presented. The standard is effective as of April 1, 2013. The Company does not expect the adoption of IFRS 11 to have a significant impact on its financial statements.

(v) IFRS 12 Disclosure of Interest in Other Entities

IFRS 12, Disclosure of Interest in Other Entities, establishes minimum disclosure requirements for interest in other entities. This standard combines disclosure requirements for subsidiaries, joint arrangement, associates and unconsolidated structures entities which were previously addressed through individual applicable standards. The standard is effective as of April 1, 2013.

(vi) 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. Management has not yet determined the potential impact that the adoption of IFRS 13 will have on the Company's financial statements. The standard is effective as of April 1, 2013.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(l) Future Accounting Pronouncements (cont'd)

(vii) IAS 1 Presentation of Financial Statements

IAS 1, Presentation of Financial Statements requires that an entity present separately the items of other comprehensive income that may be reclassified to profit or loss in the future from those that would never be reclassified to profit or loss. This amendment is applicable for annual periods beginning on or after July 1, 2012 and is to be applied retrospectively. Early adoption is permitted. The Company does not expect this amendment to have a significant impact on its financial statements.

3. CAPITAL RISK MANAGEMENT

The Company's objective when managing its capital is to ensure sufficient equity financing to fund a Qualifying Transaction in a way that maximizes the shareholders' return given the assumed risks of its operations. The Company considers shareholders' equity as capital. The Company 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 currently utilize any quantitative measures to monitor its capital.

4. CATEGORIES OF FINANCIAL INSTRUMENTS

	March 31, 2012
Financial Assets:	
Fair value through profit and loss	
Cash	$ 548,066
Loans and receivables	
Loan receivable	25,000
Financial liabilities:	
Other financial liabilities	
Accounts payable and accrued liabilities	$ 23,072

5. CASH RESTRICTION

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. LOAN RECEIVABLE

Under the terms of the letter of intent signed by the Company with Monterra S.A. ("Monterra") on March 2, 2012 to complete a "Qualifying Transaction", the Company advanced a loan of $25,000 to Monterra, which will be used to preserve Monterra's assets. The loan is unsecured and bears interest at 5% per annum. The principal and accrued interest is payable on maturity on March 31, 2013. Also see note 13.

7. SHARE CAPITAL

Authorized:

The Company is authorized to issue an unlimited number of Common shares of no par value.

Issued common shares:

(i) 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 Company paid Raymond James Ltd., the agent, $72,305 towards commissions and corporate finance services related to the initial public offering, and granted 250,000 agent's options. Also see note 8.

(ii) On October 25, 2011, the Company completed a non-brokered private placement by issuing 8,000,000 common shares at a price of $0.05 per share, for gross proceeds of $400,000.

(iii) On October 24, 2011, the company issued 2,000,000 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.

(Expressed in Canadian Dollars)

8. STOCK OPTION PLANS

(a) Movements in stock options during the period ended March 31, 2012 are as follows:

		Weighted average exercise price	No. of options
Issued and outstanding at June 15, 2011	$	-	-
Issued		0.10	1,500,000
Expired		-	-
Issued and outstanding at March 31, 2012	$	0.10	1,500,000

(b) The following is a summary of all Stock Option Plans as at March 31, 2012:

	No. of options			
Plan	Issued	Expired	Exercised	Outstanding
Directors' and officers' options (i)	1,250,000	-	-	1,250,000
Agent's options (ii)	250,000	-	-	250,000
	1,500,000	-	-	1,500,000

All options were fully vested on the dates of their grant.

(i) At the closing of the initial public offering, the Company granted a total of 1,250,000 stock options to its directors and corporate secretary to acquire a total of 1,250,000 common shares, exercisable within 10 years at a price of $0.10 per share. These options were valued at $171,787 using the Black-Scholes option pricing model with the following assumptions:

Risk free interest rate	1.94%
Expected dividend	Nil
Expected volatility	100%
Expected life	3653 days
Exercise price	$ 0.10

(ii) At the closing of the initial public offering, the Company also granted 250,000 agent's options to Raymond James Ltd., exercisable within 24 months from the date of listing, to acquire a total of 250,000 common shares at a price of $0.10 per share. These options were valued at $23,302 using the Black-Scholes option pricing model with the following assumptions:

Risk free interest rate	0.99%
Expected dividend	Nil
Expected volatility	100%
Expected life	736 days
Exercise price	$ 0.10

(Expressed in Canadian Dollars)

8. STOCK OPTION PLANS (cont'd)

(b) The option price model used for calculating the fair value of options requires input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the model does not necessarily provide a reliable measure of the fair value of the Company's options.

(c) Details of weighted average remaining life of the options granted and outstanding as at March 31, 2012 are as follows:

Number of options outstanding and exercisable	1,500,000
Exercise price	$ 0.10
Weighted average remaining contractual life	8.24 years

The options can be exercised at any time after vesting within the exercise period in accordance with the applicable option agreement.

9. 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.

During the period ended March 31, 2012, the Company granted 1,250,000 stock options fair-valued at $171,787 using the Black-Scholes option pricing model, to its directors and corporate secretary. Also see note 8.

10. INCOME TAXES

(i) Income Tax Expense

The Company does not have any current income tax expense. The following table reconciles the expected income tax recovery at the statutory income tax rate of 25% to the amount recognized in the statement of operations:

Net loss for the period	$ (272,228)
Expected income tax recovery at statutory income tax rates	(68,057)
Share-based compensation	42,947
Share issuance costs	(3,615)
Other adjustments	162
Tax benefit of non-capital losses not recognized	28,563
Income tax expense	$ -

(Expressed in Canadian Dollars)

10. INCOME TAXES (cont'd)

(ii) Unrecognized Deferred Tax Asset

The temporary differences that give rise to the future income tax asset or future income tax liability at the substantively enacted tax rate of 26.25% are as follows:

Non-capital loss carry-forwards	$ 26,366
Share issuance costs	3,796
Unrecognized deferred tax asset	$ 30,162

The deferred tax asset has not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize benefits.

(iii) Tax Losses

As at March 31, 2012, the Company had non-capital losses of approximately $114,254 which are available to reduce future taxable income. These losses expire in 2032 to the extent unutilized. The future benefit of these losses has not been recognized in these financial statements.

11. FINANCIAL INSTRUMENTS AND RISK FACTORS

The Company's financial instruments consist of cash, loan receivable and accounts payable and accrued liabilities. The Company's financial risk exposure and the impact of the Company's financial instruments are summarized below:

Credit risk

All of the Company's cash is held at one financial institution which is a Canadian Chartered Bank in which Management believes that the risk of loss is minimal but the Company is subject to concentration of credit risk.

Liquidity risk

The Company does not have any borrowings nor does it have any capacity to borrow funds. The liquidity risk of the Company is that it may not have sufficient funds to meet financial obligations as they fall due. However, as at March 31, 2012, the Company had working capital of $577,254. 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 a Qualifying Transaction.

(Expressed in Canadian Dollars)

11. FINANCIAL INSTRUMENT AND RISK FACTORS (cont'd)

Interest rate risk

It is management's opinion that the Company is not exposed to significant interest risk arising from these financial instruments.

Fair value

Fair value of financial instruments is as follows as at March 31, 2012:

	Book value	Fair value
Cash	$ 548,066	$ 548,066
Loan receivable	25,000	25,000
Accounts payable and accrued liabilities	23,072	23,072

The estimated fair value is established at the date of the statement of financial position using the relevant information on the market and other information on financial instruments.

The above financial instruments' fair value approximates their book value because of their short term maturity.

12. 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.

13. PROPOSED QUALIFYING TRANSACTION

On June 1, 2012, the Company entered into the Amalgamation Agreement with Monterra pursuant to which the Company will complete a "three-cornered amalgamation" (the "Amalgamation") whereby the Company will acquire all of the issued and outstanding common shares of Monterra (each, a "Monterra Share"). The Amalgamation, when completed, will constitute the Company's "Qualifying Transaction" pursuant to Policy 2.4.

Pursuant to the Amalgamation Agreement, the Company has incorporated a wholly-owned subsidiary, Gideon Acquisition Corp., under the laws of the Republic of Panama, which will amalgamate with Monterra to form an amalgamated entity ("Amalco"), and all of the shareholders of Monterra will exchange all their Monterra Shares for common shares of the Company (each, a "Gideon Share") on a one-for-one basis. Upon completion of the Amalgamation, Amalco will be a wholly-owned subsidiary of the Company.

In accordance with the terms and conditions of the Amalgamation Agreement, it is anticipated that the Company will issue approximately 75,000,000 Gideon Shares in exchange for all of the issued and outstanding Monterra Shares. At the effective time of the Amalgamation, each share purchase option ("Monterra Option") and share purchase warrant ("Monterra Warrant") of Monterra outstanding will, without any further action on the part of the holder of such Monterra Option or

13. PROPOSED QUALIFYING TRANSACTION (cont'd)

Monterra Warrant, be replaced with a Gideon share purchase option or share purchase warrant, as the case may be, on substantially the same terms and conditions as were applicable under the particular Monterra Option or Monterra Warrant.

The Amalgamation is subject to the conditional approval of the Exchange and all other applicable regulatory approvals. The completion of the Amalgamation is also subject to additional conditions precedent, including, among other things, shareholder approval of Monterra and the completion of a brokered private placement by Monterra (the "Monterra Private Placement") of subscription receipts (each, a "Subscription Receipt") at a price of $0.35 per Subscription Receipt, for gross proceeds of a minimum of $5,000,000 and a maximum of $10,000,000, to be completed on or before the closing of the Amalgamation. Upon the satisfaction of certain release events, including, among other things, the completion or satisfaction of all conditions precedent to the Amalgamation and the receipt of shareholder and applicable regulatory approvals required for the Amalgamation, each Subscription Receipt will be deemed to be exchanged, without any further payment on the part of the holder thereof, into one unit of the Company, consisting of one Gideon Share and one-half of a common share purchase warrant of the Company (each whole warrant, a "Gideon Warrant"). Each Gideon Warrant will entitle the holder thereof to purchase one additional Gideon Share for a period of twenty-four months at an exercise price of $0.45 per Gideon Share in the first twelve months and an exercise price of $0.55 per Gideon Share in the second twelve months, subject to acceleration.

On May 1, 2012, as part of the Proposed QT, the Company granted a secured promissory note of $225,000 to Monterra that bears interest at 0.5% per month, compounded monthly. The principal and accrued interests are payable at maturity which is the earlier of May 31, 2013 or completion of the Proposed QT. The loan will be used by Monterra to cover its portion of the Proposed QT transaction costs.

The loan is secured by a pledge agreement dated May 1, 2012 made between the parties that pledge all of the issued and outstanding shares of Terrasources Minerals S.A., a wholly owned Ecuadorian subsidiary of Monterra, as security.

As at the date of this document, the Amalgamation has not been completed. Also see note 6 and 14.

14. SUBSEQUENT EVENTS

a) On May 1, 2012, as part of the Proposed QT, the Company granted a secured promissory note of $225,000 to Monterra that bears interest at 0.5% per month, compounded monthly. The principal and accrued interests are payable at maturity which is the earlier of May 31, 2013 or completion of the Proposed QT. The loan will be used by Monterra to cover its portion of the Proposed QT transaction costs.

The loan is secured by a pledge agreement dated May 1, 2012 made between the parties that pledge all of the issued and outstanding shares of Terrasources Minerals S.A., a wholly owned Ecuadorian subsidiary of Monterra, as security.

b) On June 13, 2012, the Company incorporated a wholly owned subsidiary under the laws of the Republic of Panama. This subsidiary will be used to complete the proposed Qualifying transaction through an amalgamation agreement as described in note 13.

APPENDIX B
MD&A OF GIDEON CAPITAL CORP.

(see attached)

GIDEON CAPITAL CORP.

(a Capital Pool Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

YEAR ENDED MARCH 31, 2013

Introduction

This Management's Discussion and Analysis ("**MD&A**") is dated July 29, 2013 unless otherwise indicated and should be read in conjunction with the audited consolidated financial statements of Gideon Capital Corp. (the "**Company**") for the year ended March 31, 2013 and period from June 15, 2011 (date of incorporation) to March 31, 2012, 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. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and IFRS Interpretations Committee ("**IFRIC**"). 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 for the periods presented are not necessarily indicative of the results that may be expected for any future period.

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

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "**forward-looking statements**"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Specifically, this MD&A includes, but is not limited to, forward-looking statements regarding: the potential of the Company to complete a Qualifying Transaction; the ability of the Company to successfully merge its business with a potential Qualifying Transaction target company or asset, the Company's ability to meet its working capital needs at the current level for the next twelve-month period; management's outlook regarding future trends; sensitivity analysis on financial instruments, which may vary from amounts disclosed; and general business and economic conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. These risks, uncertainties and other factors include those risk factors listed herein and in the Company's prospectus dated December 1, 2011. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions that may prove to be incorrect.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

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 end is March 31.

The Company is classified as a Capital Pool Company ("**CPC**") 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, sundry receivable, prepaid expenses and deposits, and loans receivable. 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 in connection with its initial public offering (the "**Offering**"), funds raised pursuant to the issuance of shares 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.

On June 1, 2012, the Company entered into an amalgamation agreement (the "**Amalgamation Agreement**") with Monterra S.A. ("**Monterra**"). The transactions contemplated in the Amalgamation Agreement, once completed, would have constituted the Company's Qualifying Transaction, pursuant to Policy 2.4 (the "**Monterra QT**").

As part of the proposed Monterra QT, the Company advanced to Monterra (i) $25,000 on March 31, 2012 as an unsecured loan (the "**Unsecured Loan**") which matured on March 31, 2013, and (ii) $225,000 on May 1, 2012 as a secured loan (the "**Secured Loan**") which matured on May 31, 2013. The Secured Loan is secured by a pledge agreement dated May 1, 2012 made between the parties that pledge 99.98% of the issued and outstanding shares of Terrasources Minerals S.A., a wholly-owned Ecuadorian subsidiary of Monterra, as security. Monterra is required to repay the Company the outstanding amount of the secured loan of $239,625 (which includes interest accrued up to May 7, 2013) and the outstanding amount of the unsecured loan of $26,250. The parties are negotiating the terms of such repayment. As at March 31, 2013, the Company assessed the full recoverability of the loans, including an assessment of the security on the secured loan, and determined the loans receivable to be uncollectible. As such, the Company has taken an impairment charge on the loans receivable of $263,938, which is recorded in the consolidated statement of loss and comprehensive loss.

Transaction costs associated with the Monterra QT amounted to $162,709 at March 31, 2013.

On May 7, 2013, the Company announced the termination of the Amalgamation Agreement between the Company and Monterra for the acquisition of 100% of the common shares of Monterra. Accordingly, the common shares of the Company resumed trading on the Exchange at the opening of the market on May 9, 2013.

On July 12, 2013, the Company entered into a letter of intent dated July 12, 2013 (the "**LOI**") for the arm's length acquisition of 100% of the common shares of Bathurst Resources Corp. ("**Bathurst**"). Pursuant to the terms of the LOI and subject to completion of certain conditions precedent, including, satisfactory due diligence, execution of a definitive agreement, completion of a concurrent financing and receipt of all necessary regulatory and Exchange approvals, the proposed acquisition of Bathurst will qualify as the Company's Qualifying Transaction.

Bathurst, incorporated under the laws of the Province of Ontario, is a mining exploration company with an option on certain volcanic-hosted massive sulphides properties in the Province of New Brunswick.

The parties anticipate that All Group Financial Services Inc., subject to completion of satisfactory due diligence and execution of a definitive engagement, will complete a minimum $1,050,000 and a maximum $1,500,000 concurrent financing into either the Company or Bathurst.

Pursuant to the LOI, the parties shall use their reasonable commercial efforts to complete and be in a position to execute a definitive agreement relating to the Qualifying Transaction on or before November 30, 2013 (or such other date as may be mutually agreed to by the Company and Bathurst).

Discussion of Operations

As at March 31, 2013, the Company was a CPC and had no business operations. Until the completion of its Qualifying Transaction, corporate expenditures were restricted to the costs of raising equity financing, administrative costs to maintain the Company in good standing and those costs necessary to identify and evaluate and close potential Qualifying Transactions.

Selected Annual Information

June 15, 2011 (the date of incorporation) to March 31, 2012

The Company's net loss totaled $272,228 for the period from June 15, 2011 (the date of incorporation) to March 31, 2012, with basic and diluted loss per share of $0.07. Net loss principally related to the fair value ascribed to the stock options issued upon the close of the initial public offering ($171,787), professional and regulatory fees of $60,126 associated with accounting, auditing and legal services, and general and administrative costs of $40,315.

Year ended March 31, 2013

The Company's net loss totaled $530,450 for the year ended March 31, 2013, with basic and diluted loss per share of $0.05. Net loss principally related to transaction costs of $162,709, impairment of loans receivable of $263,938, professional and regulatory fees of $59,224 associated with accounting, auditing and legal services, and general and administrative costs of $59,076. This was offset by interest income of $14,497, $13,939 of which is attributable to accrued interest on the Company's loans receivable.

Selected Quarterly Information

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

	Three Months Ended March 31, 2012	Three Months Ended December 31, 2011	Three Months Ended September 30, 2011	Period from Incorporation (June 15, 2011) to June 30, 2011
Expenses	$261,233	$3,650	$Nil	$7,345
Net loss and comprehensive loss	($261,233)	($3,650)	$Nil	($7,345)
Total assets	$600,326	$492,505	$Nil	$Nil
Net loss per share, basic and diluted	($0.07)	($0.00)	$0.00	($0.00)
Cash, end of period	$548,066	$471,255	$Nil	$Nil

	Three Months Ended March 31, 2013	Three Months Ended December 31, 2012	Three Months Ended September 30, 2012	Three Months Ended June 30, 2012
Expenses	$322,030	$157,372	$19,796	$45,749
Net loss and comprehensive loss	($318,182)	($153,491)	($15,889)	($42,888)
Total assets	$98,937	$366,761	$520,554	$549,100
Net loss per share, basic and diluted	($0.03)	($0.01)	($0.00)	($0.00)
Cash, end of period	$27,044	$27,615	$230,566	$271,244

Three months ended March 31, 2013

The Company's net loss totaled $318,182 for the three months ended March 31, 2013 with a basic and diluted loss per share of $0.03. The net loss is principally related to impairment of loans receivable, professional fees, sundry office and bookkeeping, and transaction costs and was offset by interest income of $3,848, $3,847 of which is attributable to accrued interest on the Company's loans receivable.

Three months ended December 31, 2012

The Company's net loss totaled $153,491 for the three months ended December 31, 2012 with a basic and diluted loss per share of $0.01. The net loss is principally related to professional fees, sundry office and bookkeeping, and transaction costs and was offset by interest income of $3,881, $3,788 of which is attributable to accrued interest on the Company's loans receivable.

Three months ended September 30, 2012

The Company's net loss totaled $15,889 for the three months ended September 30, 2012 with a basic and diluted loss per share of $0.00. The net loss is principally related to professional fees, sundry office and bookkeeping, and transaction costs and was offset by interest income of $3,907, $3,737 of which is attributable to accrued interest on the Company's loans receivable.

Three months ended June 30, 2012

The Company's net loss totaled $42,888 for the three months ended June 30, 2012 with a basic and diluted loss per share of $0.00. The net loss is principally related to professional fees, sundry office and bookkeeping expenditures and was offset by interest income of $2,861, $2,567 of which is attributable to accrued interest on the Company's loans receivable.

Three months ended March 31, 2012

The Company's net loss totaled $261,233 for the three months ended March 31, 2012 with a basic and diluted loss per share of $0.03. The net loss is principally related to the fair value ascribed to the fourth quarter option grant and costs associated with the preparation and filing of the Company's year-end financial statements.

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 $0.00. The net loss is principally related to sundry office and bookkeeping expenditures.

Three months ended September 30, 2011

No activity.

Period from Incorporation (June 15, 2011) to June 30, 2011

The Company's net loss totaled $7,345 for the period from Incorporation (June 15, 2011) to June 30, 2011, with basic and diluted loss per share of $0.00. The net loss is principally related to sundry office and bookkeeping expenditures.

Liquidity

At March 31, 2013, the Company had working capital of $46,804. The Company manages its capital structure and makes adjustments to it, based on available funds to the Company. Capital levels for CPCs 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 not related to the evaluation and identification of a Qualifying Transaction. These restrictions apply until Completion of the Qualifying Transaction by the Company.

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 March 31, 2013, 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.

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.

During the year ended March 31, 2013, the Company paid $20,449 to a company in which the current CEO and CFO has significant ownership with regards to rent, bookkeeping and office support and $33,576 to the current and former CEO and CFO, with regards to reimbursement of travel expenses.

As at March 31, 2013, the statement of financial positions includes a balance of $2,567 due from a company controlled by the current CEO and CFO.

During the period ended March 31, 2012, the Company granted 1,250,000 stock options fair-valued at $171,787 using the Black-Scholes option pricing model, to its directors and corporate secretary.

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.

Volatile Financial Markets
The extreme volatility occurring in the financial markets is a significant risk for the Company. As a result of the market turmoil, investors are moving away from assets they perceive as risky to those they perceive as less so. Issuers like the Company are considered risk assets and as mentioned above are highly speculative. The volatility in the markets and investor sentiment may make it difficult for the Company to access the capital markets in order to raise the capital it will need to fund its current level of expenditures and identify, evaluate and close a Qualifying Transaction.

Future Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after July 1, 2012 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded below. The following have not yet been adopted and are being evaluated to determine their impact on the Company. The Company has no plans for early adoption of the following pronouncements.

(i) IFRS 9 – Financial instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. Earlier application is permitted.

(ii) IFRS 10 – Consolidated financial statements ("IFRS 10") was issued by the IASB in May 2011. IFRS 10 is a new standard which identifies the concept of control as the determining factor in assessing whether an entity should be included in the consolidated financial statements of the parent company. Control is comprised of three elements: power over an investee; exposure to variable returns from an investee; and the ability to use power to affect the reporting entity's returns. IFRS 10 is effective for annual periods beginning on or after January 1, 2013.

(iii) IFRS 11 – Joint arrangements ("IFRS 11") was issued by the IASB in May 2011. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and expenses in accordance with the arrangement, whereas entities in the latter case account for the arrangement using the equity method. IFRS 11 is effective for annual periods beginning on or after January 1, 2013.

(iv) IFRS 12 – Disclosure of interests in other entities ("IFRS 12") was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entity's reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. IFRS 12 is effective for annual periods beginning on or after January 1, 2013.

(v) IFRS 13 – Fair value measurement ("IFRS 13") was issued by the IASB in May 2011. IFRS 13 is a new standard which provides a precise definition of fair value and a single source of fair value measurement considerations for use across IFRSs. The key points of IFRS 13 are as follows:

- fair value is measured using the price in a principal market for the asset or liability, or in the absence of a principal market, the most advantageous market;
- financial assets and liabilities with offsetting positions in market risks or counterparty credit risks can be measured on the basis of an entity's net risk exposure;
- disclosure regarding the fair value hierarchy has been moved from IFRS 7 to IFRS 13, and further guidance has been added to the determination of classes of assets and liabilities;
- a quantitative sensitivity analysis must be provided for financial instruments measured at fair value;
- a narrative must be provided discussing the sensitivity of fair value measurements categorized under Level 3 of the fair value hierarchy to significant unobservable inputs; and
- information must be provided on an entity's valuation processes for fair value measurements categorized under Level 3 of the fair value hierarchy.

IFRS 13 is effective for annual periods beginning on or after January 1, 2013.

(vi) IAS 1 – Presentation of financial statements ("IAS 1") was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that might be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The amendments to IAS 1 are effective for annual periods beginning on or after July 1, 2012.
(vii) IAS 27 - Separate financial statements ("IAS 27") was effective for annual periods beginning on or after January 1, 2013, as a result of the issue of the new consolidation suite of standards, IAS 27 has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

(viii) IAS 32 - Financial instruments, presentation ("IAS 32") was effective for annual periods beginning on or after January 1, 2014. IAS 32 was amended to clarify that the right of offset must be available on the current date and cannot be contingent on a future date. Earlier application is permitted.

Financial Instruments

The Company's financial instruments consist of cash, sundry receivable, loans receivable and accounts payable and accrued liabilities. The Company's financial risk exposure and the impact of the Company's financial instruments are summarized below:

Credit Risk

All of the Company's cash is held at one financial institution which is a Canadian Chartered Bank in which Management believes that the risk of loss is minimal but the Company is subject to concentration of credit risk.

Liquidity Risk

The Company does not have any borrowings nor does it have any capacity to borrow funds. The liquidity risk of the Company is that it may not have sufficient funds to meet financial obligations as they fall due. However, as at March 31, 2013, the Company had working capital of $46,804.

Interest Rate Risk

It is management's opinion that the Company is not exposed to significant interest risk arising from these financial instruments.

Fair Value

Fair value of financial instruments is as follows as at March 31, 2013:

	Book value	Fair value
Cash	$ 27,044	$ 27,044
Sundry receivable	13,075	13,075
Loans receivable	1	1
Accounts payable and accrued liabilities	52,133	52,133

Fair value of financial instruments is as follows as at March 31, 2012:

	Book value	Fair value
Cash	$ 548,066	$ 548,066
Loans receivable	25,000	25,000
Accounts payable and accrued liabilities	23,072	23,072

Critical Accounting Estimates

The preparation of the Company's consolidated financial statements requires management to make certain estimates that affect the amounts reported in the consolidated financial statements. The accounting estimates considered to be significant include estimates of share-based payments.

The Company uses a Black-Scholes model to determine the fair value of options. The main factor affecting the estimates of share-based payments is the stock price volatility used. The Company uses historical price data and comparable entities in the estimate of future volatilities.

Subsequent Events

(i) On May 7, 2013, the Company announced the termination of the Amalgamation Agreement between the Company and Monterra for the acquisition of 100% of the common shares of Monterra. Accordingly, the common shares of the Company resumed trading on the Exchange at the opening of the market on May 9, 2013.

Monterra is required to repay the Company the outstanding amount of the Secured Loan of $239,625 (which include interest accrued up to May 7, 2013) and the outstanding amount of the Unsecured Loan of $26,250 and the parties are negotiating the terms of such repayment. As at March 31, 2013, these loans have been considered to be uncollectible and the Company has taken an impairment charge on the loans receivable of $263,938, which is recorded in the consolidated statement of loss and comprehensive loss.

(ii) On July 12, 2013, the Company announced that it had entered into a letter of intent dated July 12, 2013 (the "LOI") for the arm's length acquisition of 100% of the common shares of Bathurst Resources Corp. ("Bathurst"). Pursuant to the terms of the LOI and subject to completion of certain conditions precedent, including, satisfactory due diligence, execution of a definitive agreement, completion of a concurrent financing and receipt of all necessary regulatory and Exchange approvals, the proposed acquisition of Bathurst will qualify as the Company's Qualifying Transaction.

Capital Management

The Company's objective when managing its capital is to ensure sufficient equity financing to fund a Qualifying Transaction in a way that maximizes the shareholders' return given the assumed risks of its operations. The Company considers shareholders' equity as capital. The Company 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 currently utilize any quantitative measures to monitor its capital.

Additional Disclosure for Venture Issuers without Significant Revenue

	Year Ended March 31, 2013 ($)	Period from Incorporation (June 15, 2011) to March 31, 2012 ($)
Office and general	59,076	40,315
Professional fees	59,224	60,126
Share-based payments	Nil	171,787
Transaction costs	162,709	Nil
	281,009	**272,228**

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.

Disclosure of Outstanding Share Data

As of the date of this document, the Company had 12,500,000 issued and outstanding common shares. In addition the Company had 250,000 outstanding stock options issued to the agent of the Offering 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, 900,000 expiring on August 14, 2013 and 350,000 expiring on January 27, 2022. Therefore, the Company had 14,000,000 common shares on a fully diluted basis.

GIDEON CAPITAL CORP.

(a Capital Pool Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD FROM DATE OF INCORPORATION (JUNE 15, 2011) TO MARCH 31, 2012

Introduction

This Management's Discussion and Analysis ("**MD&A**") is dated August 2, 2012, unless otherwise indicated and should be read in conjunction with the audited financial statements of Gideon Capital Corp. (the "**Company**") for period from June 15, 2011 (date of incorporation) to March 31, 2012, 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. The results presented for period ended March 31, 2012, are not necessarily indicative of the results that may be expected for any future period.

The audited financial statements for the period from June 15, 2011 (date of incorporation) to March 31, 2012, have been prepared in accordance with International Financial Reporting Standards ("**IFRS**").

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 end is 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, prepaids and a loan receivable. 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.

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. The common shares were listed and posted for trading on the Exchange under the trading symbol "GOL.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 pursuant to Policy 2.4. In connection with the Offering the Company paid cumulative costs of $72,305. The agent was also granted non-transferable stock options 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.

On June 1, 2012, the Company entered into an amalgamation agreement (the "**Amalgamation Agreement**") with Monterra S.A. ("**Monterra**"). The transactions contemplated in the Amalgamation Agreement (the "**Proposed QT**"), once completed, will constitute the Company's Qualifying Transaction, pursuant to Policy 2.4. For further details, please see the section entitled "Proposed Transaction", on page 5.

On June 13, 2012, the Company incorporated a wholly owned subsidiary under the laws of the Republic of Panama. This subsidiary is intended to be used to complete the Proposed QT.

Discussion of Operations

As at March 31, 2012, the Company was a CPC and had no business operations. Until the completion of its Qualifying Transaction, corporate expenditures were restricted to the costs of raising equity financing, administrative costs to maintain the Company in good standing and those costs necessary to identify and evaluate and close potential Qualifying Transactions.

Selected Annual Information

June 15, 2011 (the date of incorporation) to March 31, 2012

The Company's net loss totaled $272,228 for the period from June 15, 2011 (the date of incorporation) to March 31, 2012, with basic and diluted loss per share of $0.07. Net loss principally related to the fair value ascribed to the stock options issued upon the close of the initial public offering ($171,787), professional and regulatory fees of $60,126 associated with accounting, auditing and legal services, and general and administrative costs of $40,315. The Company has no comparative financial information as it was incorporated on June 15, 2011.

Selected Quarterly Information

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

	Three Months Ended March 31, 2012	Three Months Ended December 31, 2011	Period From Incorporation (June 15, 2011) September 30, 2011
Expenses	$261,233	$3,650	$7,345
Net loss and comprehensive loss	($261,233)	($3,650)	($7,345)
Total assets	$600,326	$492,505	$nil
Net loss per share, basic and diluted	($0.07)	($0.00)	($0.00)
Cash, end of period	$548,066	$471,255	$Nil

<u>Three months ended March 31, 2012</u>

The Company's net loss totaled $261,233 for the three months ended March 31, 2012 with a basic and diluted loss per share of $0.07. The net loss is principally related to the fair value ascribed to the fourth quarter option grant and costs associated with the preparation and filing of the Company's year end financial statements.

<u>Three months ended December 31, 2011</u>

The Company's net loss totaled $3,650 for the three months ended December 31, 2011, with basic and diluted loss per share of $nil. The net loss is principally related to sundry office and bookkeeping expenditures.

<u>Period from Incorporation (June 15, 2011) to September 30, 2011</u>

The Company's net loss totaled $7,345 for the period from Incorporation (June 15, 2011) to September 30, 2011, with basic and diluted loss per share of $nil. The net loss is principally related to sundry office and bookkeeping expenditures.

Liquidity

At March 31, 2012, the Company had working capital of $577,254. 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% ($225,000) 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 Transaction

On June 1, 2012, the Company entered into the Amalgamation Agreement with Monterra pursuant to which the Company will complete a "three-cornered amalgamation" (the "**Amalgamation**") whereby the Company will acquire all of the issued and outstanding common shares of Monterra (each, a "**Monterra Share**"). The Amalgamation, when completed, will constitute the Company's "Qualifying Transaction" pursuant to Policy 2.4.

Pursuant to the Amalgamation Agreement, the Company has incorporated a wholly-owned subsidiary, Gideon Acquisition Corp., under the laws of the Republic of Panama, which will amalgamate with Monterra to form an amalgamated entity ("**Amalco**"), and all of the shareholders of Monterra will exchange all their Monterra Shares for common shares of the Company (each, a "**Gideon Share**") on a one-for-one basis. Upon completion of the Amalgamation, Amalco will be a wholly-owned subsidiary of the Company.

In accordance with the terms and conditions of the Amalgamation Agreement, it is anticipated that the Company will issue approximately 75,000,000 Gideon Shares in exchange for all of the issued and outstanding Monterra Shares. At the effective time of the Amalgamation, each share purchase option ("**Monterra Option**") and share purchase warrant ("**Monterra Warrant**") of Monterra outstanding will, without any further action on the part of the holder of such Monterra Option or Monterra Warrant, be replaced with a Gideon share purchase option or share purchase warrant, as the case may be, on substantially the same terms and conditions as were applicable under the particular Monterra Option or Monterra Warrant.

The Amalgamation is subject to the conditional approval of the Exchange and all other applicable regulatory approvals. The completion of the Amalgamation is also subject to additional conditions precedent, including, among other things, shareholder approval of Monterra and the completion of a brokered private placement by Monterra (the "**Monterra Private Placement**") of subscription receipts (each, a "**Subscription Receipt**") at a price of $0.35 per Subscription Receipt, for gross proceeds of a minimum of $5,000,000 and a maximum of $10,000,000, to be completed on or before the closing of the Amalgamation. Upon the satisfaction of certain release events, including, among other things, the completion or satisfaction of all conditions precedent to the Amalgamation and the receipt of shareholder and applicable regulatory approvals required for the Amalgamation, each Subscription Receipt will be deemed to be exchanged, without any further payment on the part of the holder thereof, into one unit of the Company, consisting of one Gideon Share and one-half of a common share purchase warrant of the Company (each whole warrant, a "**Gideon Warrant**"). Each Gideon Warrant will entitle the holder thereof to purchase one additional Gideon Share for a period of twenty-four months at an exercise price of $0.45 per Gideon Share in the first twelve months and an exercise price of $0.55 per Gideon Share in the second twelve months, subject to acceleration.

On May 1, 2012, as part of the Proposed QT, the Company granted a secured promissory note of $225,000 to Monterra that bears interest at 0.5% per month, compounded monthly. The principal and accrued interests are payable at maturity which is the earlier of May 31, 2013 or completion of the Proposed QT. The loan will be used by Monterra to cover its portion of the Proposed QT transaction costs.

The loan is secured by a pledge agreement dated May 1, 2012 made between the parties that pledge all of the issued and outstanding shares of Terrasources Minerals S.A., a wholly owned Ecuadorian subsidiary of Monterra, as security.

As at the date of this document, the Amalgamation has not been completed.

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 March 31, 2012	From June 15, 2011 (date of incorporation) to March 31, 2012
Share based payments (1)(2)	$171,787	$171,787

(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.

Future Accounting Pronouncements

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

IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories; amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. This standard is effective as of April 1, 2015 but early adoption is permitted. The extent of impact has not yet been determined.

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.

The Company has not applied the new and revised standards in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Company, except for IFRS 9, which becomes mandatory as of April 1, 2013 and is expected to impact classification and measurement of financial assets. The extent of the impact has not yet been determined.

IFRS 10 Consolidated Financial Statements

IFRS 10, Consolidated Financial Statements, requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 Consolidation - Special Purpose Entities and parts of IAS 27, Consolidated and Separate Financial Statements. The standard is effective as of April 1, 2013.

IFRS 11 Joint Arrangements

In May 2011, the IASB issued IFRS 11 Joint Arrangements. IFRS 11 supersedes IAS 31 Interests in Joint Ventures, and SIC-13 Jointly Controlled Entities – Nonmonetary Contributions by Venturers. IFRS 11 focuses on the rights and obligations of the arrangement rather than its legal form. The standard requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation, the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under IFRS 11, entities no longer have a choice to proportionately consolidate or equity account for interests in joint ventures. Upon application of IFRS 11, entities which had previously accounted for joint ventures using proportionate consolidation shall collapse the proportionately consolidated net asset value (including any allocation of goodwill) into a single investment balance at the beginning of the earliest period presented. The investment's opening balance is tested for impairment in accordance with IAS 28 Investment in Associates and Joint Ventures and IAS 36 Impairment of Assets. Any impairment losses are recognized as an adjustment to opening retained earnings at the beginning of the earliest period presented. The standard is effective as of April 1, 2013. The Company does not expect the adoption of IFRS 11 to have a significant impact on its financial statements.

IFRS 12 Disclosure of Interest in Other Entities

IFRS 12, Disclosure of Interest in Other Entities, establishes minimum disclosure requirements for interest in other entities. This standard combines disclosure requirements for subsidiaries, joint arrangement, associates and unconsolidated structures entities which were previously addressed through individual applicable standards. The standard is effective as of April 1, 2013.

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. Management has not yet determined the potential impact that the adoption of IFRS 13 will have on the Company's financial statements. The standard is effective as of April 1, 2013.

IAS 1 Presentation of Financial Statements

IAS 1, Presentation of Financial Statements requires that an entity present separately the items of other comprehensive income that may be reclassified to profit or loss in the future from those that would never be reclassified to profit or loss. This amendment is applicable for annual periods beginning on or after July 1, 2012 and is to be applied retrospectively. Early adoption is permitted. The Company does not expect this amendment to have a significant impact on its financial statements.

Financial Instruments and Risk Factors

The Company's financial instruments consist of cash, loan receivable and accounts payable and accrued liabilities. The Company's financial risk exposure and the impact of the Company's financial instruments are summarized below:

Credit Risk

All of the Company's cash is held at one financial institution which is a Canadian Chartered Bank in which Management believes that the risk of loss is minimal but the Company is subject to concentration of credit risk.

Liquidity Risk

The Company does not have any borrowings nor does it have any capacity to borrow funds. The liquidity risk of the Company is that it may not have sufficient funds to meet financial obligations as they fall due. However, as at March 31, 2012, the Company had working capital of $577,254. 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 a Qualifying Transaction.

Interest Rate Risk

It is management's opinion that the Company is not exposed to significant interest risk arising from these financial instruments.

Fair Value

Fair value of financial instruments is as follows as at March 31, 2012:

	Book value	Fair value
Cash	$ 548,066	$ 548,066
Loan receivable	25,000	25,000
Accounts payable and accrued liabilities	23,072	23,072

Critical Accounting Estimates

The preparation of the Company's financial statements requires management to make certain estimates that affect the amounts reported in the financial statements. The accounting estimates considered to be significant include estimates of stock-based compensation.

The Company uses a Black-Scholes model to determine the fair value of options and warrants. The main factor affecting the estimates of stock-based compensation is the stock price volatility used. The Company uses historical price data and comparable entities in the estimate of future volatilities.

Subsequent Events

There are no reportable subsequent events, aside from those described in Note 14 of the March 31, 2012 audited financial statements.

Capital Management

The Company's objective when managing its capital is to ensure sufficient equity financing to fund a Qualifying Transaction in a way that maximizes the shareholders' return given the assumed risks of its operations. The Company considers shareholders' equity as capital. The Company 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 currently utilize any quantitative measures to monitor its capital.

Additional Disclosure for Venture Issuers without Significant Revenue

	Three Months Ended March 31, 2012	Three Months Ended December 31, 2011	Period From Incorporation (June 15, 2011) September 30, 2011
Share-based compensation	$171,787	$nil	$nil
Professional fees	$60,126	($nil)	($nil)
Office and general	$29,320	$3,650	$7,345

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.

Disclosure of Outstanding Share Data

As of the date of this document, the Company had 12,500,000 issued and outstanding common shares. In addition the Company had 250,000 outstanding stock options 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.

APPENDIX C
FINANCIAL STATEMENTS OF BATHURST RESOURCES CORP.

(see attached)

BATHURST RESOURCES CORP.

FINANCIAL STATEMENTS

August 31, 2013

Management's Responsibility for Financial Reporting

The accompanying financial statements of the Company have been prepared by management in accordance with International Financial Reporting Standards. These financial statements contain estimates based on management's judgment. Management maintains an appropriate system of internal controls to provide reasonable assurance that transactions are authorized, assets safeguarded, and proper records maintained.

The Company's auditors, MNP LLP, are appointed by the shareholders to conduct an audit and their report follows.

Signed: ***"Carl Di Placido"***	Signed: ***"Chris Carmichael"***
Chief Executive Officer	Chief Financial Officer

Toronto, Ontario
November 21, 2013

Independent Auditor's Report

To the Shareholders of
Bathurst Resources Corp.

Report on the Financial Statements

We have audited the accompanying financial statements of Bathurst Resources Corp., which comprise the balance sheet as at August 31, 2013, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period April 5, 2013 to August 31, 2013, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Bathurst Resources Corp. as at August 31, 2013, and its financial performance and its cash flows, for the period April 5, 2013 to August 31, 2013 in accordance with International Financial Reporting Standards.

Emphasis of matter

Without modifying our opinion, we draw attention to Note 1 in the financial statements which describes material uncertainty that raises significant doubt about the Company's ability to continue as a going concern.

MNP LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
November 21, 2013

BATHURST RESOURCES CORP.

BALANCE SHEET

		August 31 2013
Assets		
Current assets		
Cash	$	73,085
Prepaid expense		4,000
		77,085
Mineral properties and deferred exploration costs (note 5)		204,284
	$	281,369
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	$	34,266
		34,266
Equity		
Share capital (note 6)		345,050
Deficit		(97,947)
		247,103
	$	281,369

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

Going Concern (Note 1)

Approved by the Board of Directors

Signed: *"Carl Di Placido"*
Director

Signed: "Chris Carmichael"
Director

BATHURST RESOURCES CORP.

STATEMENT OF LOSS AND COMPREHENSIVE LOSS

For the period April 5, 2013 to August 31, 2013		
Expenses		
Legal fees	$	62,452
Go-public transaction costs		22,600
Audit fees		10,000
Travel & promotion		2,610
Office and general		157
Interest and bank charges		128
Net loss and comprehensive loss for the period	$	97,947
Weighted average number of common shares outstanding – basic and diluted		9,121,475
Basic and fully diluted loss per share	$	0.01

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

BATHURST RESOURCES CORP.

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

For the period April 5, 2013 to August 31, 2013	
Share capital	
Balance, beginning of period	$ -
Shares issued on private placements (note 6)	345,050
Balance, end of period	345,050
Deficit	
Balance, beginning of period	-
Net loss for the period	(97,947)
Balance, end of period	(97,947)
Total shareholders' equity, end of period	$ 247,103

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

BATHURST RESOURCES CORP.

STATEMENT OF CASH FLOWS

For the period April 5, 2013 to August 31, 2013	
Cash flow from operating activities	
Net loss for the period	$ (97,947)
Changes in non-cash working capital:	
Prepaid expenses	(4,000)
Accounts payable and accrued liabilities	34,266
	(67,681)
Cash flow from investing activities	
Mineral property expenditures	(204,284)
	(204,284)
Cash flow from financing activities	
Proceeds from issue of common shares	345,050
	345,050
Increase in cash	73,085
Cash, beginning of period	-
Cash, end of period	$ 73,085

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

1. NATURE OF BUSINESS AND GOING CONCERN

Nature of Business

Bathurst Resources Corp. (the "Company" or "Bathurst") was incorporated on April 5, 2013 in Ontario and carries on business in one segment, being the acquisition, exploration and development of properties for mining of precious and base metals. The Company has not earned any revenue to date from its operations and is therefore considered to be in the development stage. The amounts shown as mineral properties and deferred exploration costs do not necessarily represent present or future values.

The Company's registered office is as follows: 201-55 York Street, Toronto, ON M5J 1R7.

The policies applied in these financial statements are based on IFRS policies effective as of November 21, 2013, the date the Board of Directors approved the financial statements.

Going Concern

These financial statements have been prepared on a going concern basis, which presumes the Company will be able to realize its assets and discharge its liabilities in the normal course of operations in the foreseeable future.

In order to meet future expenditures and cover administrative costs, the Company will need to raise additional financing. Although the Company has been successful in raising funds in the past, there can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Company. These financial statements have been prepared on a going concern basis that assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The recoverability of the amounts shown for mineral properties and deferred exploration costs is dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in mineral properties, the ability of the Company to obtain the necessary financing to continue the development of its mineral properties, and upon future profitable production. These circumstances raise significant doubt as to the Company's ability to continue as a going concern and ultimately the appropriateness of the use of accounting principles applicable to a going concern.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities that would be necessary if the Company were unable to obtain adequate financing. Changes in future conditions could require material write-downs to the carrying value of the mineral properties and deferred exploration costs.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretation Committee ("IFRSIC").

Basis of presentation

These financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. In the preparation of these financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the year. Actual results could differ from these estimates.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category of financial asset is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of being sold or repurchased in the near term. They are carried in the balance sheet at fair value with changes in fair value recognized in the statement of loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at the end of each reporting period. Financial assets are impaired when there is any objective evidence that the future cash flows associated with a financial asset or a group of financial assets have been negatively impacted. Different criteria to determine impairment are applied for each category of financial assets described above.

Financial liabilities

The Company's accounting policy for each category of financial liability is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of being sold or repurchased in the near term. They are carried in the balance sheet at fair value with changes in fair value recognized in the statement of loss.

Other financial liabilities - This category includes accounts payables and accrued liabilities which are recognized at amortized cost.

Bathurst's financial instruments include cash and accounts payable and accrued liabilities. Cash is classified as fair value through profit or loss. Accounts payable and accrued liabilities are classified as other financial liabilities. The carrying value of these instruments approximates their fair values due to their short-term nature.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Mineral properties and deferred exploration costs

Mineral property acquisition costs and related direct exploration and development expenditures, net of recoveries, are deferred until the properties are placed into production. These net costs will be amortized against income using the unit-of-production method based on estimated recoverable reserves if the properties are brought into commercial production, or written off if the properties are abandoned or sold. The cost of mineral properties includes any cash consideration paid and the fair market value of shares issued, if any, on the acquisition of property interests. The recorded amounts of property acquisition costs and their related deferred exploration costs represent actual expenditures incurred and are not intended to reflect present or future values.

The recoverability of amounts shown for mineral properties and deferred exploration costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future profitable production or proceeds from the disposition thereof.

Impairment of mineral properties and deferred exploration costs

At the end of each reporting period the carrying amounts of Bathurst's mineral properties are reviewed to determine whether there is an indication that those assets are impaired. If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

The recoverable amount is the higher of fair value less costs to sell and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted at a rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognized as income immediately.

Income taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences relating to the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, and the Company intends to settle tax liabilities and assets on a net basis or to realize the tax assets and liabilities simultaneously.

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

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Flow-through shares

The Company finances a portion of its exploration activities through the issuance of flow-through shares. On the date of issuance of the flow-through shares, the premium (the proceeds received for the flow-through shares in excess of the closing market price of the Company's common shares) is allocated to liabilities.

Under the terms of the flow-through common shares, the tax attributes of the related expenditures are renounced to investors. The premium liability is reduced pro-rata based on the percentage of flow-through expenditures renounced and spent in comparison to renunciations required under the terms of the flow-through share agreement. The reduction to the premium liability in the period of renunciation is recognized through profit or loss as other income.

Upon renunciation of the related expenditures, the Company would normally recognize a deferred tax liability and expense with respect to the tax value of the costs renounced. Where the Company has unrecognized tax benefits from loss carry forwards and tax pools available for deduction, the Company will recognize these assets to offset the deferred tax liabilities resulting in an offsetting recovery of deferred income taxes being recognized through profit or loss in the reporting period.

Provisions

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.

The Company had no material provisions at August 31, 2013.

Share based payment transactions

The fair value of share options granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At the end of each reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Restoration, rehabilitation and environmental obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site restoration work, discounted to their net present value, are provided for and capitalized to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pretax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through depreciation using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

The Company has no material restoration, rehabilitation and environmental costs as the disturbance to date is minimal.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Loss per share

Basic loss per share is calculated using the weighted-average number of common shares outstanding during the year. Diluted loss per share is computed using the treasury stock method. Stock options and warrants outstanding are not included in the computation of diluted loss per share if their inclusion would be anti-dilutive.

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 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.

Estimates and underlying assumptions are reviewed on an ongoing basis. The following are the key estimate and assumption uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

Critical judgments used in applying accounting policies

In the preparation of these financial statements management has made judgments, aside from those that involve estimates, in the process of applying the accounting policies. These judgments can have an effect on the amounts recognized in the financial statements.

(i) Mineral properties under exploration

As at August 31, 2013 management has determined that there is no impairment on the mineral properties.

Segmented Reporting

The Company operates in a single reportable operating segment, the acquisition, exploration, and development of mineral projects in Canada.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Future Accounting Pronouncements

Standards issued but not yet effective up to the date of issuance of the Company's financial statements, but which may affect the financial statements are listed below. The Company intends to adopt those standards when they become effective.

IFRS 9, Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and subsequently revised October 2012, and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. The Company anticipates that this standard will be adopted in the Company's financial statements for the period beginning January 1, 2015, and has not yet considered the potential impact of the adoption of IFRS 9.

3. CAPITAL DISCLOSURES

Bathurst's capital is composed of shareholders' equity. Bathurst manages its capital structure and makes adjustments to it, based on the funds available to Bathurst, in order to support the acquisition, exploration and development of mineral properties. The properties in which Bathurst currently has an interest are in the exploration stage; as such Bathurst is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, Bathurst will spend its existing working capital and raise additional amounts as needed. Bathurst will continue to assess new properties and seek to acquire an interest in additional properties if it believes there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Bathurst is not subject to any externally imposed capital requirements other than its requirement to meet certain flow-through share expenditures, as explained in note 8.

4. FINANCIAL RISK FACTORS

Bathurst's risk exposure and the impact on its financial instruments are summarized below:

Credit Risk
Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment/contractual obligations. Bathurst has deposited the cash with reputable Canadian financial institutions, from which management believes the risk of loss is minimized.

Liquidity Risk
Bathurst's approach to managing liquidity risk is to ensure that it has sufficient liquidity to meet liabilities when due. As at August 31, 2013, Bathurst has current assets of $77,085 to settle current financial liabilities of $34,266.

Market Risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices.

Interest Rate Risk
Bathurst's current policy is to invest excess cash in investment-grade short term deposit certificates issued by its banking institutions. Bathurst monitors the investments it makes and is satisfied with the credit ratings of its banks. The risk the Company will realize a loss as a result of a decline in the fair value of short-term deposits is limited due to the short-term nature of these investments.

Commodity Price Risk
The ability of the Company to develop its mineral properties and the future profitability of the Company is directly related to the market price of precious metals.

5. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS

		April 5, 2013 To August 31, 2013
Bathurst Property		
Balance, beginning of period	$	-
Acquisition costs		60,000
Claims renewal costs		1,340
Consulting		7,933
Laboratory analysis		1,555
Reports		22,729
Transportation and accommodation		2,475
Airborne survey		108,252
Total expenditures during the period		204,284
Total mineral properties and deferred exploration costs	$	204,284

Bathurst Properties

(a) Chamberlain Property

a. On April 7, 2013, the Company purchased an option to earn a one hundred percent (100%) interest in certain mining claims in Bathurst, New Brunswick (the "Chamberlain Property"). Under the terms of the option agreement, the Company has made or must make the following payments and issuances to the optionors:

i. $5,000 paid on April 18, 2013;
ii. $20,000 paid on July 7, 2013;
iii. incur a minimum of $75,000 in exploration expenditures (in aggregate with the L'Or Bai – 1 Property (note 5 (b)) prior to the listing of the Company's shares on the TSX Venture Exchange (the "IPO Date");
iv. $20,000 to be paid on the IPO Date and $40,000 worth of common shares to be issued at the common share opening price at the IPO Date;
v. $20,000 to be paid if the IPO Date has not occurred prior to April 18, 2014 and $20,000 on April 18 of each year until there is an IPO Date;
vi. $20,000 to be paid on the first anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the volume weighted-average price ("VWAP") for the previous thirty (30) days;
vii. $20,000 to be paid on the second anniversary date of the IPO Date and $40,000 worth of common shares to be issued at VWAP for the previous thirty (30) days;
viii. $20,000 to be paid on the third anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
ix. a minimum of $2,000,000 in exploration expenditures (in aggregate with the L'Or Bai – 1 Property (note 5 (b)), including $800,000 in diamond drilling, to be incurred prior to the third anniversary of the IPO Date;
x. $20,000 to be paid on the fourth anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
xi. $20,000 to be paid on the fifth anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;

5. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS (CONTINUED)

(a) Chamberlain Property (continued)

xii. a minimum of an additional $1,000,000 in exploration expenditures ($3,000,000 in aggregate with note 5(a)a(ix)) to be incurred prior to the fifth anniversary of the IPO Date.

b. Once the Company has acquired the 100% interest in the Chamberlain property (the "Acquisition Date"), the Company must make the following payments:

i. $15,000 per annum on each anniversary of the Acquisition Date until the delivery of a positive feasibility study (the "Feasibility Date");
ii. $30,000 per annum on each anniversary of the Feasibility Date until the first anniversary following commercial production;
iii. 2% net smelter royalty ("NSR) paid to the optionors; 1% of the NSR can be repurchased by the Company for $1,000,000.

c. Bonus Payments will be payable for the following:

i. $25,000 and $50,000 worth of common shares issued at the VWAP for the previous thirty (30) days upon the discovery of volcanic-hosted massive sulphides in-situ greater than 5% lead-zinc-copper over 2 metres;
ii. $125,000 and $150,000 worth of common shares issued at the VWAP for the previous thirty (30) days upon the delineation of a mineral deposit in excess of one million (1,000,000) tonnes greater than 5% zinc equivalent of zinc-lead-copper-silver.

(b) L'Or Bai – 1 Property

a. On April 7, 2013, the Company purchased an option to earn a one hundred percent (100%) interest in certain mining claims in Bathurst, New Brunswick (the "L'Or Bai – 1 Property"). Under the terms of the option agreement, the Company has made or must make the following payments and issuances to the optionors:

i. $5,000 paid on April 18, 2013;
ii. $20,000 paid on July 7, 2013;
iii. incur a minimum of $75,000 in exploration expenditures (in aggregate with the Chamberlain Property (note 5 (a)) prior to the IPO Date;
iv. $20,000 to be paid on the IPO Date and $40,000 worth of common shares to be issued at the common share opening price at the IPO Date;
v. $20,000 to be paid if the IPO Date has not occurred prior to April 18, 2014 and $20,000 on April 18 of each year until there is an IPO Date;
vi. $20,000 to be paid on the first anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
vii. $20,000 to be paid on the second anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
viii. $20,000 to be paid on the third anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
ix. a minimum of $2,000,000 in exploration expenditures (in aggregate with the Chamberlain Property (note 5 (a)), including $800,000 in diamond drilling to be incurred prior to the third anniversary of the IPO Date;
x. $20,000 to be paid on the fourth anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
xi. $20,000 to be paid on the fifth anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
xii. a minimum of an additional $1,000,000 in exploration expenditures ($3,000,000 in aggregate with the note 5(b)a(ix)) to be incurred prior to the fifth anniversary of the IPO Date.

5. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS (CONTINUED)

b. Once the Company has acquired the 100% interest in the L'Or Bai – 1 property (the "LB1 Acquisition Date"), the Company must make the following payments:

i. $15,000 per annum on each anniversary of the LB1 Acquisition Date until the delivery of a positive feasibility study (the "LB1 Feasibility Date");
ii. $30,000 per annum on each anniversary of the LB1 Feasibility Date until the first anniversary following commercial production;
iii. 2% net smelter royalty ("NSR) paid to the optionors; 1% of the NSR can be repurchased by the Company for $1,000,000.

c. Bonus Payments will be payable for the following:

i. $25,000 and $50,000 worth of common shares issued at the VWAP for the previous thirty (30) days upon the discovery of volcanic-hosted massive sulphides in-situ greater than 5% lead-zinc-copper over 2 metres;
ii. $125,000 and $150,000 worth of common shares issued at the VWAP for the previous thirty (30) days upon the delineation of a mineral deposit in excess of one million (1,000,000) tonnes greater than 5% zinc equivalent of zinc-lead-copper-silver.

(c) L'Or Bai – 2 Property

a. On April 29, 2013, the Company purchased an option to earn a one hundred percent (100%) interest in certain mining claims in Bathurst, New Brunswick (the "L'Or Bai - 2 Property"). Under the terms of the option agreement, the Company has made or must make the following payments and issuances to the optionor:

i. $10,000 paid on May 27, 2013;
ii. incur a minimum of $10,000 in exploration expenditures prior to April 29, 2014;
iii. $15,000 payable on April 29, 2014;
iv. incur a further $10,000 in exploration expenditures prior to April 29, 2015;
v. $25,000 payable on April 29, 2015;
vi. Incur a further $30,000 in exploration expenditures prior to April 29, 2016.

b. Once the Company has acquired the 100% interest in the L'Or Bai – 2 property (the "LB2 Acquisition Date"), the Company:

i. will be subject to a 3% NSR paid to the optionor; 2% of the NSR can be repurchased by the Company for $1,000,000.

6. SHARE CAPITAL

(a) Capital

Authorized: unlimited common shares

Issued:

Common Shares	Number of Shares		Value
Balance at April 5, 2013	-	$	-
Private placements – founders shares (i)	5,000,000		50
Private placements (ii)	6,900,000		345,000
Balance at August 31, 2013	11,900,000	$	345,050

(i) On April 5, 2013, the Company issued 5,000,000 common shares at a price of $0.00001 (for gross proceeds of $50).

(ii) On June 4, 2013, the Company issued 6,900,000 common shares a price of $0.05 per common share for gross proceeds of $345,000. 5,000,000 of the common shares were issued on a flow through basis.

As the flow through shares were issued at the same price as the non-flow through shares, no premium on issuance was recognized.

7. INCOME TAX INFORMATION

The reconciliation of the combined Canadian federal and provincial statutory income tax rate on the net loss for the period ended August 31, 2013 is as follows:

Loss before recovery of income taxes	$	97,947
Expected income tax recovery at 26.5%	$	(26,000)
Change in tax benefits not recognized		26,000
Income tax recovery reflected in the statement of loss	$	-

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

Non-capital losses carried forward	$	97,947
Finance and share issuance costs	$	20,750

The Canadian non-capital loss carry forward will expire in 2033.
Share issue and financing costs will be fully amortized in 2018.

8. COMMITMENTS AND CONTINGENCIES

(a) The Company's mineral and exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

(b) The Company is committed to spending $250,000 associated with the flow-through offerings that were completed in June 2013 (note 6) by December 31, 2014. The Company intends to fulfill all flow-through commitments by December 31, 2014.

9. SUBSEQUENT EVENTS

(a) In September 2013, the Company issued 3,100,000 common shares at a price of $0.05 per common share for gross proceeds of $155,000. 400,000 of the common shares were issued on a flow through basis.

(b) On July 12, 2013, the Company signed a letter of intent (the “Letter Agreement”) with Gideon Capital Corp. (“Gideon”). Pursuant to the Letter Agreement, Gideon and the Company agreed to combine their businesses. They subsequently agreed that the most effective means of achieving such goal was to complete a triangular amalgamation.

The amalgamation effectively provides for the acquisition of all of the outstanding equity interests of the Company by Gideon, indirectly through an amalgamation entity (a wholly owned Ontario incorporated subsidiary of Gideon (the “Amalgamation Entity”)) in a transaction in which the Company’s shareholders will receive common shares of Gideon. As a result of the amalgamation of Amalgamation Entity and the Company, Gideon will become the sole beneficial owner of all of the outstanding shares of amalgamated corporation.

Pursuant to an Amalgamation Agreement between Gideon, the Company and the Amalgamated Entity, upon completion of the amalgamation every one (1) common share in Bathurst held by Bathurst shareholders, who have not validly exercised their dissent rights, will be exchanged for one (1) resulting issuer share (“Resulting Issuer Shares”).

The Amalgamation will result in 12,500,000 Resulting Issuer Shares being issued to current Gideon shareholders, 15,000,000 Resulting Issuer Shares being issued to the Bathurst shareholders, up to 10,000,000 Resulting Issuer Shares to purchasers in connection with a private placement at a minimum of $0.15 per Resulting Issuer Share and 533,332 Resulting Issuer Shares pursuant to Bathurst’s obligations under the L’Or Bai and Chamberlain Option Agreement. Following completion of the Amalgamation (assuming the Maximum Offering is achieved), 38,033,332 Resulting Issuer Shares will be outstanding.

APPENDIX D
MD&A OF BATHURST RESOURCES CORP.

(see attached)

BATHURST RESOURCES CORP.
MANAGEMENT DISCUSSION & ANALYSIS
PERIOD ENDED AUGUST 31, 2013

Reference is made in this Management Discussion & Analysis (the "MD&A") to Bathurst Resources Corp's (the "Company") financial statement disclosure for the relevant period which is attached the MD&A. All amounts discussed herein are denominated in Canadian dollars.

FORWARD LOOKING STATEMENTS

Certain information regarding the Company contained herein may constitute forward-looking statements within the meaning of applicable securities laws. Forward-looking statements may include estimates, plans, expectations, opinions, forecasts, projections, guidance or other statements that are not statements of fact. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. The Company cautions that actual performance will be affected by a number of factors, many of which are beyond the Company's control, and that future events and results may vary substantially from what the Company currently foresees. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement.

DATE OF MD&A

This MD&A was prepared on November 21, 2013.

OVERVIEW

Bathurst was incorporated pursuant to the provisions of the OBCA on April 5, 2013.

Bathurst is a mining exploration company with an option on certain volcanic-hosted massive sulphides properties in the Province of New Brunswick. Bathurst's principal project is the Gloucester Project.

BUSINESS STRATEGY

The primary business objective of the Company is to explore for volcanic-hosted massive sulphides.

OVERALL PERFORMANCE

Overview of Operations

History

Bathurst is a junior mining exploration and development company with an option on certain volcanic-hosted massive sulphides properties in the Province of New Brunswick, Canada.

Since its incorporation, Bathurst has entered into two option agreements (the L'Or Bai and Chamberlain Option Agreement and the Vienneau Option Agreement) with arm's length parties in respect of various claim units located in Gloucester County, Northern New Brunswick, Canada. Collectively, the option agreements grant Bathurst the option of acquiring a 100%

interest in the three properties that make up the Gloucester Project in Gloucester County: (i) the L'Or Bai Property, (ii) the Chamberlain Property, and (iii) the Vienneau Property.

Significant Acquisitions and Dispositions

On July 3, 2013, Bathurst entered into the L'Or Bai and Chamberlain Option Agreement with the L'Or Bai and Chamberlain Vendors. Pursuant to the L'Or Bai and Chamberlain Option Agreement, Bathurst was granted the option to acquire a 100% interest (subject to a 2% net smelter return royalty on each of the L'Or Bai and Chamberlain Properties in favour of the L'Or Bai and Chamberlain Vendors) in various claim units located on the Gloucester Project in Gloucester County, Northern New Brunswick, Canada. The L'Or Bai and Chamberlain Option Agreement requires Bathurst to list a newly incorporated company on the Exchange and to make the following expenditures: (i) $75,000 on or before the completion of the listing of the newly incorporated company on the Exchange, (ii) $2,000,000 prior to the third anniversary of the listing of the newly incorporated company on the Exchange, and (iii) $1,000,000 prior to the fifth anniversary of the listing of the newly incorporated company on the Exchange. Additionally, pursuant to the terms of the L'Or Bai and Chamberlain Option Agreement, Bathurst is required to make the following payments and issue the following shares to the L'Or Bai and Chamberlain Vendors, on a pro-rata basis: (i) $290,000 payment over a five year period ($50,000 of which has been paid as of the date of this Filing Statement), (ii) $80,000 worth of common shares (namely, 533,332 Resulting Issuer Shares) on the date of listing of the Resulting Issuer Shares on the Exchange, (iii) the issuance of the Optionor Future Shares, (iv) $30,000 payment on an annual basis after April 7, 2019 (the sixth year from the date of the L'Or Bai and Chamberlain Option Agreement) until the delivery of a positive feasibility study, and (v) $60,000 payment on an annual basis upon the delivery of the Positive Feasibility Study until the first anniversary following commercial production. In accordance with the terms of the L'Or Bai and Chamberlain Option Agreement, Bathurst is also required to make the following bonus payments and issue the following bonus shares to the L'Or Bai and Chamberlain Vendors on a pro-rata basis: (i) $50,000 payment, upon the discovery of a volcanic-hosted massive sulphides with specific dimensions, (ii) $250,000, upon delineation of a 1 Mt or more mineral deposit with certain properties and dimensions, and (iii) the issuance of the Optionor Bonus Shares.

On April 29, 2013, Bathurst entered into the Vienneau Option Agreement with Kevin Vienneau. Pursuant to the Vienneau Option Agreement, Bathurst was granted the option to acquire a 100% interest (subject to a 3% net smelter return royalty on the Vienneau Property in favour of Kevin Vienneau) in various claim units located on the Gloucester Project in Gloucester County, Northern New Brunswick, Canada. The Vienneau Option Agreement requires Bathurst to make the following payments: (i) $10,000 upon signing the option agreement (this has already been paid as of the date of this Filing Statement), (ii) $15,000 on April 29, 2014 (the first anniversary of the Vienneau Option Agreement), and (iii) $25,000 on April 29, 2015 (the second anniversary of the Vienneau Option Agreement). The Vienneau Option Agreement also requires Bathurst to make the following expenditures: (i) $10,000 on or before April 29, 2014 (the first anniversary of the Vienneau Option Agreement), (ii) $10,000 on or before April 29, 2015 (the second anniversary of the Vienneau Option Agreement), and (iii) $30,000 on or before April 29, 2016 (the third anniversary of the Vienneau Option Agreement. Until all of the foregoing payments and expenditures are made, no interest in the Vienneau Property is earned.

Go-Public Transaction with Gideon Capital Corp.

On July 12, 2013, the Company signed a letter of intent (the "Letter Agreement") with Gideon Capital Corp. ("Gideon"). Pursuant to the Letter Agreement, Gideon and the Company agreed to combine their businesses. They subsequently agreed that the most effective means of achieving such goal was to complete a triangular amalgamation.

The amalgamation effectively provides for the acquisition of all of the outstanding equity interests of the Company by Gideon, indirectly through an amalgamation entity (a wholly owned Ontario incorporated subsidiary of Gideon (the "Amalgamation Entity")) in a transaction in which the Company's shareholders will receive common shares of Gideon. As a result of the amalgamation of Amalgamation Entity and the Company, Gideon will become the sole beneficial owner of all of the outstanding shares of amalgamated corporation.

Pursuant to an Amalgamation Agreement between Gideon, the Company and the Amalgamated Entity, upon completion of the amalgamation every one (1) common share in Bathurst held by Bathurst shareholders, who have not validly exercised their dissent rights, will be exchanged for one (1) resulting issuer share ("Resulting Issuer Shares").

The Amalgamation will result in 12,500,000 Resulting Issuer Shares being issued to current Gideon shareholders, 15,000,000 Resulting Issuer Shares being issued to the Bathurst shareholders, up to 10,000,000 Resulting Issuer Shares to purchasers in connection with a private placement at a minimum of $0.15 per Resulting Issuer Share and 533,332 Resulting Issuer Shares pursuant to Bathurst's obligations under the L'Or Bai and Chamberlain Option Agreement. Following completion of the Amalgamation (assuming the Maximum Offering is achieved), 38,033,332 Resulting Issuer Shares will be outstanding.

RESULTS OF OPERATIONS

Summary of Annual Financial Information

DESCRIPTION	**From April 5 to August 31, 2013**
	AMOUNT $
Revenues	0
Expenses	97,947
Net (loss) for the year	(97,947)
Basic & diluted loss per share	(0.01)
Cash flow from operating activities	(67,681)
Cash	73,085
Assets	281,369
Liabilities	34,266
Dividends	0

For the period from April 5, 2013 to August 31, 2013

The Company was incorporated on April 5, 2013.

On July 3, 2013, Bathurst entered into the L'Or Bai and Chamberlain Option Agreement with the L'Or Bai and Chamberlain Vendors (see details under "Significant Acquisitions" above). On April 29, 2013, Bathurst entered into the Vienneau Option Agreement with Kevin Vienneau (see details under "Significant Acquisitions" above").

On July 12, 2013, the Company signed a letter of intent (the "Letter Agreement") with Gideon Capital Corp., a CPC listed on the TSX Venture Exchange. Pursuant to the Letter Agreement, Gideon and the Company agreed to combine their businesses.

Expenditures during the period totaled $97,947. These expenditures included:

• Legal fees $62,452 due to start up costs for the organization and relating to the option agreements entered into by the Company. The future trend is expected to be reduced from the current period.
• Go-Public transaction costs of $22,600 paid to the agent for the go-public transaction.
• Audit fees of $10,000 per contracts with the Company's auditors. The company anticipates increased audit fees after the go-public transaction.
• Travel and promotion expenses of $2,610. The future trend is expected to be increased from the current period.
• Interest and bank charges of $128. The future trend is expected to be consistent with the current period.
• Office and general expenses of $157. The future trend is expected to be increased from the current period.

TRENDS AND OTHER INFORMATION

The Company has limited financial resources and there are no assurances that additional funding will be available for working capital or further exploration unless the Company is successful in its efforts to complete its financing objectives. Exploration of the properties in which the Company has an interest is at an exploratory stage. There is no assurance that commercial quantities of mineral reserves will be discovered. There is also no assurance that even if commercial quantities of reserves are discovered, the mineral property will be brought into commercial production.

LIQUIDITY AND CAPITAL RESOURCES

The Company had working capital of approximately $42,819 as at August 31, 2013. Subsequent to August 31, 2013, the Company issued 3,100,000 shares at a price of $0.05 per common share for gross proceeds of $155,000. As a condition of the Go-public transaction, a financing of a minimum of $1,100,000 must be completed by the Resulting Issuer. As the Company's properties are in the exploration stage, the Company has no sources of revenue other than interest earned on its cash, which is insignificant.

Pursuant to the common share flow-through financings completed in 2013, the Company is required to spend $250,000 in Canadian Exploration Expenditures by December 31, 2014.

OFF BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

There are no proposed transactions of a material nature being considered at this time.

CRITICAL ACCOUNTING ESTIMATES

Capitalized Mineral Properties

The Company capitalizes all costs related to investments in mineral property interests on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold or management has determined there to be impairment in their value. Management reviews the carrying values of its properties each year. Management uses consultants and industry yardsticks to ascertain these values.

FINANCIAL AND OTHER INSTRUMENTS

The Company's financial instruments include cash and short-term deposits, accounts receivables, accounts payable and accrued liabilities, accrued interest payable and convertible loans. Cash and short-term deposits are classified as fair value through profit or loss. The carrying value of these instruments approximates their fair values due to their short-term nature. Accounts receivables are classified as loans and receivables, accounts payable and accrued liabilities and the convertible loan are classified as other financial liabilities, all of which are measured at amortized cost. The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain minerals. If the Company locates a mineral deposit, it will be subject to commodity price risk. It is the opinion of Management that the Company is not exposed to significant interest, currency or credit risks arising from its financial instruments.

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares. On August 31, 2013, the Company had 11,900,000 common shares outstanding. As of November •, 2013, the Company had 15,000,000 common shares outstanding.

RISKS AND UNCERTAINTIES

Risk Factors

The current business of Bathurst will be the business of the Resulting Issuer upon completion of the Amalgamation. Due to the nature of that business, the legal and economic climate in which the Resulting Issuer operates and the present stage of development of its business, the Resulting Issuer may be subject to significant risks. An investment in the Resulting Issuer Shares should be considered highly speculative, not only due to the nature of Bathurst's existing business and operations, but also because of the uncertainty related to completion of the Amalgamation and Private Placement. The Resulting Issuer's future development and actual operating results may be very different from those expected as at the date of this Filing Statement. There can be no certainty that the Resulting Issuer will be able to implement successfully the strategy set out herein. No representation is or can be made as to the future performance of the Resulting Issuer and there can be no assurance that the Resulting Issuer will achieve its objectives. In addition to the other information in this Filing Statement, an investor should carefully consider each of, and the cumulative effect of, the following factors, which assume the completion of the Amalgamation.

The following is a description of the principal risk factors that will affect the Resulting Issuer:

Exploration and Development Risks

Mineral exploration and development involves a high degree of risk. Few properties which are explored are ultimately developed into producing mines. Success in increasing mineral resources and reserves is the result of a number of factors, including the level of geological and technical expertise, the quality of land available for exploration and other factors. Once mineralization is discovered, it may take several years of drilling and development until production is possible during which time the economic feasibility of production may change. The economics of developing mineral properties are affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in the price of gold and other minerals, fluctuations in exchange rates or other minerals produced, costs of development, infrastructure and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material.

The Resulting Issuer will or will continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish reserves through drilling, to develop mineral processes to extract the product from the resource and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that the minerals will be discovered in sufficient quantities and/or quality to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of the resource mined, fluctuations in mineral markets, importing and exporting of minerals and environmental protection. As a result of these uncertainties, there can be no assurance that mineral exploration and development of the Resulting Issuer's properties will result in profitable commercial operations.

Mining Risks

Mining operations, including the exploration and development of mineral deposits, generally involve a high degree of risk. Hazards such as unusual or unexpected formations and other conditions such as power outages, labour disruptions, flooding, landslides, and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. The Resulting Issuer may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Resulting Issuer's financial position.
In addition, it is not unusual in mining operations to experience unexpected problems both during start up and during ongoing operations. To the extent that unexpected problems occur affecting the production in the future, the Resulting Issuer's anticipated revenues may be reduced, costs may increase and the resulting issuer's profitability and ability to continue its mining operation may be adversely affected.

Availability of Drilling Equipment and Access

Natural resource exploration and development activities are dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment to the Resulting Issuer and may delay exploration and development activities.

Operating Risks

The activities of the Resulting Issuer will be subject to all of the hazards and risks normally incidental to exploring and developing natural resource projects. These risks and uncertainties include, but are not limited to, environmental hazards, industrial accidents, labour disputes, encountering unusual or unexpected geological formations or other geological or grade problems, unanticipated changes in metallurgical characteristics and mineral recovery, encountering unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts, periodic interruptions due to inclement or hazardous weather conditions and other acts of God or unfavourable operating conditions and losses. Should any of these risks and hazards affect the Resulting Issuer's exploration, development or mining activities, it may cause the cost of production to increase to a point where it would no longer be economic to produce mineral resources from the Resulting Issuer's reserves, require the Resulting Issuer to write-down the carrying value of one or more mineral projects, cause delays or a stoppage of mining and processing, result in the destruction of mineral properties or processing facilities, cause death or personal injury and related legal liability; any and all of which may have a material adverse effect on the Resulting Issuer. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability, result in increasing costs or the loss of its assets and a decline in the value of the Resulting Issuer's securities.

Permits and Licences

The operations of the Resulting Issuer require licences and permits from various governmental authorities. There can be no assurance that such licences and permits required to carry out exploration, development and mining operations at its projects will be granted.

Title Risks

Bathurst does not own the real property underlying its properties, and currently only has the right to conduct exploration activities on the properties pursuant to the terms of option agreements. In order to maintain the claims, the Resulting Issuer must comply with all of its covenants under the agreements, which include incurring certain minimum exploration expenditures annually. If the Resulting Issuer fails to meet its obligations it risks the forfeiture of its mining claims and any such expenditures made to such time. There can be no assurance that the Resulting Issuer will be able to obtain the required mining and other permits for its properties, if, as, and when mining operations become viable at the properties.

If the Resulting Issuer does not make all the required payments, it will forfeit the value of instalment payments made pursuant to option agreements, without the ability to obtain a refund or the ability to cause the return of cash or securities issued.

The acquisition of title to resource properties is a very detailed and time-consuming process. Title to, and the area of, resource claims may be disputed. Although Bathurst and Gideon believe they have taken reasonable measures to ensure that title to the properties are held as described in this Filing Statement, there is no guarantee that title to any of the claims comprising the properties will not be challenged or impaired. There may be valid challenges to the title of any of the claims comprising the properties that, if successful, could impair development and/or operations.

Competition for New Mining Properties

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, more established mining companies with substantial capabilities and greater financial and technical resources than either of Gideon or Bathurst, the Resulting Issuer may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

Conflicts of Interest

Certain of the proposed directors or officers of the Resulting Issuer may also be directors or officers of other mining companies or otherwise involved in natural resource exploration and development and situations may arise where they are in a conflict of interest with the Resulting Issuer. Conflicts of interest, if any, which arise will be subject to and governed by procedures prescribed by the CBCA which require a director or officer of a corporation who is a party to, or is a director or an officer of, or has some material interest in any person who is a party to, a material contract or proposed material contract with the Resulting Issuer disclose his or her interest and, in the case of directors, to refrain from voting on any matter in respect of such contract unless otherwise permitted under the OBCA.

Market for Securities and Volatility of Share Price

There can be no assurance that an active trading market in the Resulting Issuer's securities will be established or sustained. The market price for the Resulting Issuer's securities could be subject to wide fluctuations. Factors such as announcements of quarterly variations in operating results and acquisition or disposition of properties, as well as market conditions in the industry, may have a significant adverse impact on the market price of the securities of the Resulting Issuer. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Payment of Dividends Unlikely

There is no assurance that the Resulting Issuer will pay dividends on its shares in the near future or ever. The Resulting Issuer will likely require all its funds to further the development of its business.

Management of Growth

Any expansion of the Resulting Issuer's business may place a significant strain on its financial, operational and managerial resources. There can be no assurance that the Resulting Issuer will be able to implement and subsequently improve its operations and financial systems successfully and in a timely manner in order to manage any growth it experiences. There can be no assurance that the Resulting Issuer will be able to manage growth successfully. Any ability of the Resulting Issuer to manage growth successfully could have a material adverse effect on the Resulting Issuer's business, financial condition and results of operations.

Reliance on Key Personnel and Consultants

There can be no assurance that any of the Resulting Issuer's officers, directors, employees and consultants will remain with the Resulting Issuer or that, in the future, they will not organize competitive businesses or accept opportunities with companies competitive with the Resulting Issuer. The Resulting Issuer will depend on a number of key officers and directors the loss of any one of whom could have an adverse effect on the Resulting Issuer.

Government Regulation and Political Risk

The Resulting Issuer's operating activities will be subject to laws and regulations governing expropriation of property, health and worker safety, employment standards, waste disposal, protection of the environment, mine development, land and water use, prospecting, mineral production, exports, taxes, the protection of endangered and protected species and other matters.

While Bathurst believes that it is in substantial compliance with all material current laws and regulations affecting its activities, future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Resulting Issuer or its properties, which could have a material adverse impact on the Resulting Issuer's future operations or planned development projects. Where required, obtaining necessary permits and licences can be a complex, time consuming process and Bathurst cannot assure whether any necessary permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Resulting Issuer from proceeding with any future exploration or development of its properties. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities. The Resulting Issuer's activities may be affected in varying degrees by political stability and governmental regulations. Any changes in regulations or shifts in political attitudes are beyond the control of the Resulting Issuer and may adversely affect its operations.

Environmental Regulation

Environmental and safety legislation (e.g. in relation to reclamation, disposal of waste products, protection of wildlife and otherwise relating to environmental protection) may change in a manner that may require stricter or additional standards than those now in effect, a heightened degree of responsibility for companies and their directors and employees and more stringent enforcement of existing laws and regulations. There may also be unforeseen environmental liabilities resulting from mining activities, which may be costly to remedy. If the Resulting Issuer is unable to fully remedy an environmental problem, it may be required to stop or suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the Resulting Issuer. The Resulting Issuer has not purchased insurance for environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) as it is not generally available at a price which the Resulting Issuer regards as reasonable.

Uninsured Risks

The business of the Resulting Issuer is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Resulting Issuer or others, delays in mining, monetary losses and possible legal liability.

Although the Resulting Issuer may maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance, if any, will not cover all the potential risks associated with a mining company's operations. The Resulting Issuer may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Resulting Issuer or to other companies in the mining industry on acceptable terms. The Resulting Issuer might also become subject to liability for pollution or other hazards which it may not be insured against or which the Resulting Issuer may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Resulting Issuer to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Resulting Issuer's operations, financial condition and results of operations.

Land Reclamation Expenses

It is difficult to determine the exact amounts which will be required to complete all land reclamation activities in connection with the properties in which the Resulting Issuer holds an interest. Reclamation bonds and other forms of financial assurance represent only a portion of the total amount of money that will be spent on reclamation activities over the life of a mine. Accordingly, it may be necessary to revise planned expenditures and operating plans in order to fund reclamation activities. Such costs may have a material adverse impact upon the financial condition and results of operations of the Resulting Issuer.

Shareholders' Interest may be Diluted in the Future

The Resulting Issuer will require additional funds for its planned activities. If the Resulting Issuer raises additional funding by issuing equity securities, which is highly likely, such financing could substantially dilute the interests of the Resulting Issuer's shareholders. Sales of substantial amounts of shares, or the availability of securities for sale, could adversely affect the prevailing market prices for the Resulting Issuer's shares. A decline in the market prices of the Resulting Issuer's shares could impair the ability of the Resulting Issuer to raise additional capital through the sale of new common shares should the Resulting Issuer desire to do so.

Approval from Government Bodies

The Resulting Issuer's acquisition of properties will be conditional upon receiving certain regulatory approvals. A substantial delay in obtaining satisfactory approvals or the imposition of unfavourable terms or conditions in the regulatory approvals could adversely affect the business, financial condition or results of operations of the Resulting Issuer.

Current Global Financial Conditions

Current global financial conditions have been subject to increased volatility and numerous financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to public financing by junior mining exploration and development companies has been negatively impacted by the credit market crisis, the reduction in energy prices and the liquidity crisis affecting the asset-backed commercial paper market. These factors may impact the ability of the Resulting Issuer to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Resulting Issuer. If these crises and increased levels of volatility continue, the Resulting Issuer's operations could be adversely impacted and the trading price of the Resulting Issuer's Common Shares could be adversely affected.

Market Factors and Volatility of Gold Prices

The marketability of volcanic-hosted massive sulphides which may be acquired or discovered by the Resulting Issuer will be affected by numerous factors beyond the control of the Resulting Issuer. These factors include market fluctuations in the prices of gold, which are highly volatile, the proximity and capacity of gold markets and processing equipment, and government regulations, including regulations relating to taxes, royalties, land tenure, land use and environmental protection. The effect of these factors cannot be accurately predicted, but may result in the Resulting Issuer not receiving an adequate return on invested capital. The price of gold has fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the control of the Resulting Issuer. Future gold prices cannot be accurately predicted. A severe decline in the price of gold would have a material adverse effect on the Resulting Issuer.

Aboriginal Claims

Aboriginal peoples have claimed aboriginal title and rights to portions of Canada. Neither Gideon or Bathurst are aware that any claims have been made in respect of the Gloucester Project; however, if a claim arose and was successful this could have an adverse effect on the Resulting Issuer and its operations

Commodity Price Hedging

Currently, the Resulting Issuer does not have a policy to hedge future commodity sales. If put into place, there is no assurance that a commodity hedging program designed to reduce the risk associated with fluctuations in commodity prices will be successful. Hedging may not protect adequately against declines in commodity prices. Although hedging may protect the Resulting Issuer from a decline in commodity prices, it may also prevent the Resulting Issuer from benefiting fully from price increases.

Litigation Risk

All industries are subject to legal claims, with and without merit. The Resulting Issuer may be involved from time to time in various routine legal proceedings, which include labour matters such as unfair termination claims, supplier matters and property issues incidental to its business. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding could have a material effect on financial position and results of operations.

ADDITIONAL INFORMATION

Additional information relating to the Company can be requested by calling the Company at 647 352-4901.

APPENDIX E
PRO FORMA BALANCE SHEET OF RESULTING ISSUER

(see attached)

Gideon Capital Corp.
Pro-Forma Consolidated Statement of Financial Position
(Unaudited)

As at	Aug 31 2013 Bathurst Resources Corp.	Jun 30 2013 Gideon Capital Corp.	Note 2	Pro Forma Adjustments	June 30 2013 Pro Forma Consolidation
Assets					
Current assets					
Cash	$ 73,085	$ 27,112	(b)	$ 155,000	$ 1,163,197
			(c)(i)	1,100,000	
			(c)(iii)	(52,000)	
			(d)	(100,000)	
			(g)(i)	(40,000)	
Investment in Monterra			(l)	376,047	376,047
Sundry receivable	-	202			202
Prepaid expenses and deposits	4,000	50,000			54,000
Loan receivable	-	1	(l)	(1)	0
	77,085	77,315		1,063,000	1,593,446
Mineral properties and deferred exploration costs	204,284	-	(g)(ii)	80,000	324,284
			(g)(i)	40,000	
	$ 281,369	**$ 77,315**		**$ 1,183,000**	**$ 1,917,730**
Liabilities					
Current liabilities					
Accounts payable and accrued liabilities	$ 34,266	$ 56,209		$	$ 90,475
	34,266	56,209			90,475
Equity					
Share capital	345,050	654,393	(e)(i)	(654,393)	2,898,050
			(e)(ii)	1,875,000	
			(b)	155,000	
			(c)(i)	1,100,000	
			(c)(iii)	(52,000)	
			(c)(iii)	(25,000)	
			(c)(ii)	(580,000)	
			(g)(ii)	80,000	
Contributed surplus	-	195,089	(e)(i)	(195,089)	615,000
			(c)(ii)	580,000	
			(c)(iii)	25,000	
			(e)(ii)	10,000	
Deficit	(97,947)	(828,376)	(e)(i)	828,376	(1,685,795)
			(e)(iii)	(1,863,894)	
			(d)	(100,000)	
			(l)	376,046	
	247,103	21,106		1,183,000	1,827,255
	$ 281,369	**$ 77,315**		**$ 1,183,000**	**$ 1,917,730**

The accompanying notes are an integral part of the unaudited pro forma consolidated statement of financial position.

1. BASIS OF PRESENTATION

The accompanying unaudited pro forma consolidated statement of financial position of Gideon Capital Corp. ("Gideon") and Bathurst Resources Corp. ("Bathurst") has been prepared by management to reflect the proposed amalgamation transaction (the "Amalgamation") as described in Note 2.

The pro forma consolidated financial statements have been prepared from information derived from and should be read in conjunction with the following:

1. the unaudited condensed interim consolidated financial statements of Gideon as at June 30, 2013.

2. the audited financial statements of Bathurst as at August 31, 2013.

The unaudited pro forma consolidated statement of financial position of Gideon and Bathurst as at June 30, 2013 has been presented assuming the Amalgamation had been completed on June 30, 2013.

The accompanying unaudited pro forma consolidated statement of financial position has been prepared in accordance with IFRS 2, Share Based-Payments. The Transaction is considered to be a reverse takeover of Gideon by Bathurst. A reverse takeover transaction involving a non-public operating entity and a non-operating public company is in substance a share-based payment transaction, rather than a business combination. The transaction is equivalent to the issuance of shares by the non-public operating entity, Bathurst, for the net assets and the listing status of the non-operating public company, Gideon. The fair value of the shares issued was determined based on the fair value of the common shares issued by Gideon.

The unaudited pro forma consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and, in the opinion of management, include all adjustments necessary for fair presentation. No adjustments have been made to reflect additional costs or cost savings that could result from the combination of the operations of Gideon and Bathurst, as management does not anticipate any material costs or cost savings as a result of the Transaction.

The unaudited pro forma consolidated financial information is not intended to be indicative of the results that would actually have occurred, or the results expected in future periods, had the events reflected herein occurred on the dates indicated. Actual amounts recorded upon consummation of the transaction will differ from those recorded in the unaudited pro forma consolidated financial statement information.

Management of Gideon believes that the assumptions used provide a reasonable basis for presenting all of the significant effects of the transaction and that the pro forma adjustments give appropriate effect to those assumptions and are appropriately applied in the unaudited pro forma statement of financial position.

2. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS

On July 12, 2013, Gideon, a capital pool company as defined under Policy 2.4 of the TSX Venture Exchange (the "Exchange"), entered into a letter of intent (the "LOI") for the arm's length acquisition of 100% of the common shares of Bathurst by way of a triangular amalgamation to form a newly amalgamated entity (the "Resulting Issuer"). Pursuant to the terms of the LOI and subject to completion of certain conditions precedent, including, satisfactory due diligence, execution of a definitive agreement, completion of a concurrent financing, and receipt of all necessary regulatory and Exchange approvals, the proposed acquisition of Bathurst will qualify as Gideon's "Qualifying Transaction" as defined by Exchange Policy 2.4. It is expected that the Resulting Issuer will be named Morgan Resources Corp.

2. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS - continued

The unaudited pro forma consolidated statement of financial position gives effect to the following assumptions and adjustments:

a) The proposed amalgamation will receive all required regulatory, Exchange and shareholder approvals.

b) Subsequent to August 31, 2013, Bathurst Resources closed a private placement for the issuance of 3,100,000 common shares for gross proceeds of $155,000. Issue costs were $nil.

c) (i) Concurrently with the closing of the amalgamation, Gideon Capital will close a private placement for the issue of a minimum of 7,333,333 units for minimum gross proceeds of $1,100,000 with each unit consisting of one common share and one share purchase warrant exercisable for 24 months with an exercise price of $0.15.

(ii) The fair value of the share purchase warrants has been calculated at $580,000 using the Black Scholes option pricing model using the following assumptions: risk-free interest rate – 1.25%; expected life – 24 months; expected volatility - $100%; expected dividend yield - $nil.

(iii) Issue costs equal 8% of the gross proceeds on subscribers introduced by All Group Financial Services ("All Group") will be paid and broker warrants to purchase common shares equal to 8% of the units sold to subscribers introduced by All Group will be issued. Of the $1,100,000 in gross proceeds, $650,000 of the subscribers are anticipated to have been introduced to Gideon Capital by All Group resulting in anticipated cash broker fees of $52,000 and the issue of 346,666 broker warrants valued at $27,083 using the following assumptions: risk-free interest rate – 1.25%; expected life – 24 months; expected volatility - $100%; expected dividend yield - $nil.

d) The estimated amalgamation transaction costs of $100,000 will be paid following the completion of the amalgamation.

e) (i) Share capital, contributed surplus, and the deficit of Gideon are eliminated.

A reverse takeover transaction involving a non-public operating entity and a non-operating public company is in substance a share-based payment transaction, rather than a business combination. The transaction is equivalent to the issuance of shares by the non-public operating entity, Bathurst, for the net assets and the listing status of the non-operating public entity, Gideon.

(ii) The fair value of the consideration is as follows:

Deemed issuance of 12,500,000 post-amalgamation common shares to the former shareholders of Gideon	$ 1,875,000
Deemed issuance of 250,000 broker warrants to the former broker warrant holders of Gideon	10,000
Total purchase consideration:	$ 1,885,000

(iii) The allocation of the consideration is as follows:

Cash	$ 27,112
Sundry receivable	202
Prepaid expenses and deposits	50,000
Loan receivable	1
Accounts payable and accrued liabilities	(56,209)
Listing costs expensed	1,863,894
Value attributed to Bathurst shares issued	$ 1,885,000

Upon closing of the Amalgamation, the former shareholders of Gideon and Bathurst will respectively control 12,500,000 and 15,000,000 post-amalgamation common shares.

2. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS - continued

f) The issuance by Gideon of 15,000,000 post-amalgamation common shares in exchange for each of the issued and outstanding common shares of Bathurst.

g) Pursuant to the Chamberlain and L'Or Bai property option agreements, on the date of a Bathurst going public transaction, Bathurst must:
(i) make a cash payment in the amount of $40,000;
(ii) issue commons shares valued at $80,000 (533,332 common shares).

k) The pro forma effective income tax rate applicable to the operations will be approximately 26.5%.

l) On August 12, 2013, Gideon announced that it had entered into an agreement with Monterra S.A. ("Monterra") for the conversion of its previously announced loans to Monterra. In connection with the Monterra QT, Gideon had advanced to Monterra $25,000 as an unsecured loan which matured on March 31, 2013, and $225,000 as a secured loan which matured on May 31, 2013. Gideon and Monterra have entered into an agreement to convert the unsecured loan plus accrued interest of $1,461, the secured loan plus accrued interest of $24,586, and $100,000 of expenses incurred by Gideon in connection with the Monterra QT, which was subsequently terminated, into an aggregate of 7,520,948 common shares of Monterra as part of a significant restructuring being completed by Monterra. The shares issuable to Gideon will represent approximately 6% of the issued and outstanding shares of Monterra upon completion of its initial re-structuring.

3. SHARE CAPITAL CONTINUITY

Authorized: unlimited common shares

Pro forma Share Capital	Note 2	Number of Shares		Value
Gideon's common shares issued and outstanding as at June 30, 2013		12,500,000	$	654,393
Common shares of Bathurst issued as of August 31, 2013		11,900,000		345,050
Shares issued pursuant to Bathurst private placement	(b)	3,100,000		155,000
Adjustment for Amalgamation	(e)(i)	(15,000,000)		(654,393)
Amalgamation with Gideon at fair value	(e)(ii)	-		1,875,000
Shares issued to Bathurst shareholders in connection with the Transaction	(f)	15,000,000		-
Shares issued pursuant to Gideon private placement (minimum)	(c)(i)	7,333,333		1,100,000
Share issue costs – cash	(c)(iii)			(52,000)
Share issue costs – non cash	(c)(iii)			(25,000)
Fair value attributed to warrants issued on Gideon private placement	(c)(ii)			(580,000)
Shares issued pursuant to Chamberlain and L'Or Bai option agreements	(g)	533,332		80,000
Pro forma share capital as at June 30, 2013		**35,366,665**	**$**	**2,898,050**