GIDEON CAPITAL CORP.

(a Capital Pool Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2013

Introduction

This Management's Discussion and Analysis ("**MD&A**") is dated November 29, 2013 unless otherwise indicated and should be read in conjunction with the unaudited condensed interim consolidated financial statements of Gideon Capital Corp. (the "**Company**") for the three and six months ended September 30, 2013 in addition to the audited consolidated financial statements 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 results presented for the three and six months ended September 30, 2013 are not necessarily indicative of the results that may be expected for any future period.

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 for the three and six months ended September 30, 2013 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.

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. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
The Company expects to complete a Qualifying Transaction (defined below) within 24 months of being listed on the Exchange (defined below)	The Company expects to identify an asset or business to acquire and close a Qualifying Transaction, on terms favourable to the Company	The Company's inability to identify an asset or business to acquire, the Company's inability to satisfy all of the conditions precedent (due diligence, shareholder and regulatory approval, financing) to close a Qualifying Transaction, half the Company's seed common shares being cancelled and transferring to the NEX
The Company's ability to meet its working capital needs at the current level for the twelve-month period ending September 30, 2014	The operating activities of the Company for the twelve-month period ending September 30, 2014, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; regulatory compliance and changes in regulatory compliance and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. 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.

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.

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 investment in Monterra. 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 "**IPO**"), 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 was 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. As at June 30, 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. The Company has taken an impairment charge on the loans receivable of $263,938, which was recorded in the consolidated statement of loss and comprehensive loss for the year ended 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 August 9, 2013, the Company received Exchange approval for a debt re-structuring agreement entered into on July 31, 2013, with Monterra for the conversion of its Secured Loan and Unsecured Loan to Monterra. The Company and Monterra agreed to convert the Secured Loan of $225,000 plus accrued interest of $24,586, the Unsecured Loan of $25,000 plus accrued interest of $1,461 and $100,000 of legal expenses incurred by the Company in connection with the Monterra QT into an aggregate of 7,520,948 common shares of Monterra at $0.05 per share, as part of a significant debt re-structuring by Monterra. The shares issuable to the Company represented approximately 6% of the issued and outstanding shares of Monterra upon completion of its initial re-structuring. The investment in the shares of Monterra obtained as a result of the debt restructuring is recorded at a value of $387,103 and the Company recorded a gain on the settlement of loans receivable in the amount of $387,102 in the unaudited condensed interim consolidated statement of loss and comprehensive loss for the three and six months ended September 30, 2013.

Discussion of Operations

As at September 30, 2013, the Company was a CPC and had no business operations. 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 Policy 2.4.

Selected Quarterly Information

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

	Three Months Ended September 30, 2012	Three Months Ended June 30, 2012	Three Months Ended March 31, 2012	Three Months Ended December 31, 2011
Expenses	$19,796	$45,749	$261,233	$3,650
Net loss and comprehensive loss	($15,889)	($42,888)	($261,233)	($3,650)
Total assets	$520,554	$549,100	$600,326	$492,505
Net loss per share, basic and diluted	($0.01)	($0.02)	($0.10)	($0.00)
Cash, end of period	$230,566	$271,244	$548,066	$471,255

	Three Months Ended September 30, 2013	Three Months Ended June 30, 2013	Three Months Ended March 31, 2013	Three Months Ended December 31, 2012
Expenses	$49,535	$25,727	$322,030	$157,372
Net income (loss) and comprehensive income (loss)	$326,511	($25,698)	($318,182)	($153,491)
Total assets	$901,501	$77,315	$98,937	$366,761
Net income (loss) per share, basic and diluted	$0.13	($0.01)	($0.13)	($0.06)
Cash, end of period	$460,542	$27,112	$27,044	$27,615

Three months ended September 30, 2013

The Company's net income totaled $326,511 for the three months ended September 30, 2013 with a basic and diluted income per share of $0.13. The net income is principally related to the settlement of loans receivable of $376,046 and was offset by transaction costs of $53,198.

Three months ended June 30, 2013

The Company's net loss totaled $25,698 for the three months ended June 30, 2013 with a basic and diluted loss per share of $0.01. The net loss is principally related to professional fees of $8,170, office and general of $7,656, transaction costs of $9,901 and was offset by interest income of $29.

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 $0.13. 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 $0.06. 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 $0.01. The net loss is principally related to professional fees, sundry office and bookkeeping, and transaction costs and was offset by interest income of $3,907, $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 $0.02. 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 $0.10. 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.

Liquidity

At September 30, 2013, the Company had working capital of $347,617. 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 IPO 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 September 30, 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, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

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

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks Factors" in the Company's MD&A for the fiscal year ended March 31, 2013 available on SEDAR at **www.sedar.com**.

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) 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.

(ii) 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.

(iii) 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.

(iv) 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 pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements, however, certain new or enhanced disclosures are required and can be found in note 11 of the Company's unaudited condensed interim consolidated financial statements.

(v) 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.

(vi) 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.

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.

Financial Instruments

The Company's financial instruments consist of cash, sundry receivable, investment in Monterra 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 September 30, 2013, the Company had working capital of $347,617.

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 September 30, 2013:

	Book value	Fair value
Cash	$ 460,542	$ 460,542
Sundry receivable	4,287	4,287
Investment in Monterra	376,047	376,047
Accounts payable and accrued liabilities	(103,884)	(103,884)

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 Event

On November 22, 2013, the Company entered into an amalgamation agreement (the "Agreement") for the arm's length acquisition of 100% of the common shares of Bathurst Resources Corp. ("Bathurst"), subject to completion of certain conditions precedent, including, 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. A comprehensive news release disclosing the material terms of the proposed Qualifying Transaction with Bathurst was issued and filed on SEDAR on November 25, 2013.

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 September 30, 2013 ($)	Three Months Ended September 30, 2012 ($)
Office and general	(1,411)	4,674
Professional fees	(2,252)	15,122
Transaction costs	53,198	Nil
	49,535	**19,796**

	Six Months Ended September 30, 2013 ($)	Six Months Ended September 30, 2012 ($)
Office and general	6,245	14,399
Professional fees	5,918	51,146
Transaction costs	63,099	Nil
	75,262	**65,545**

Disclosure of Outstanding Share Data

As of the date hereof, the Company had 12,500,000 issued and outstanding common shares. In addition the Company had outstanding broker warrants issued to the agent of the IPO exercisable for 250,000 common shares at $0.10 per common share until February 3, 2014 and stock options issued to officers and directors of the Company exercisable for 350,000 common shares at $0.10 per common share expiring on January 27, 2022. Therefore, the Company had 13,100,000 common shares on a fully diluted basis.