

**MATERIAL CHANGE REPORT**  
**Form 51-102F3**

1. **Reporting Issuer**

Morgan Resources Corp. (the “**Issuer**”)  
55 York Street, Suite 201  
Toronto, Ontario M5J 1R7

2. **Date of Material Change**

December 31, 2013

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated on January 6, 2014 through Marketwired and filed on the system for electronic document analysis and retrieval (SEDAR).

4. **Summary of Material Change**

The Issuer (formerly Gideon Capital Corp.) announced that it had completed its triangular amalgamation with Bathurst Resources Corp. and changed its name, and subject to final approval of the TSX Venture Exchange, had completed its Qualifying Transaction.

5. **Full Description of Material Change**

The material change is fully described in the news release attached hereto, and in the Filing Statement of the Issuer (formerly Gideon Capital Corp.) dated November 22, 2013 which has also been filed on SEDAR and can be viewed at [www.sedar.com](http://www.sedar.com) under the Issuer’s SEDAR profile.

6. **Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The executive officer who can answer questions regarding this report is Chris Carmichael, Chief Financial Officer. Mr. Carmichael can be reached at (647) 352-4905.

9. **Date of Report**

January 7, 2014

**GIDEON CAPITAL CORP. ANNOUNCES CLOSING OF AMALGAMATION  
WITH BATHURST RESOURCES CORP.**

**Toronto, Ontario** (January 6, 2014) Morgan Resources Corp. (formerly Gideon Capital Corp. (“**Gideon Capital**”) (TSXV:GOL.P)) (“**Morgan Resources**”), is pleased to announce the closing of the previously announced three cornered amalgamation (the “**Amalgamation**”) between Gideon Capital, a wholly owned subsidiary of Gideon Capital and Bathurst Resources Corp. (“**Bathurst Resources**”). Accordingly, Bathurst Resources is now a wholly owned subsidiary of Morgan Resources.

Subject to final approval of the Amalgamation by the TSX Venture Exchange (the “**Exchange**”) as Gideon Capital’s Qualifying Transaction, it is anticipated that Morgan Resources will commence trading on the Exchange under the trading symbol “MOR”, and will continue to carry on the business of Bathurst Resources.

Concurrently with the completion of the Amalgamation, Gideon Capital changed its name to “Morgan Resources Corp.” and its financial year-end to August 31.

**Pro Forma Capitalization**

Pursuant to the Amalgamation, Morgan Resources issued an aggregate of 15,000,000 common shares to the shareholders of Bathurst Resources, an aggregate of 6,933,604 common shares to purchasers in connection with the closing of the private placement, through All Group Financial Services Inc. (“**All Group**”), previously announced on July 16, 2013, and 533,332 common shares pursuant to the terms of an option agreement between certain optionors and Bathurst Resources. In addition, Morgan Resources issued broker warrants to All Group exercisable for 115,316 common shares. All securities issued pursuant to the financing are subject to a four-month hold period.

Following the completion of the Amalgamation, 34,966,936 common shares are outstanding, 7,648,920 common shares are reserved for issuance pursuant to outstanding convertible securities and 5,333,326 common shares are reserved for issuance pursuant to contractual obligations. The former Bathurst Resources shareholders own approximately 42.90% of the common shares of Morgan Resources, Gideon Capital shareholders hold approximately 35.75% of the common shares of Morgan Resources and purchasers under the private placement hold approximately 19.83% of the common shares of Morgan Resources. At the closing of the Amalgamation 20,200,000 common shares of Morgan Resources are subject to escrow.

**Management of Morgan Resources Corp. (formerly Gideon Capital Corp.)**

Pursuant to the Amalgamation, the officers and directors (other than Rick Rogers) of Gideon Capital have been replaced with the following new management team of Morgan Resources:

*Raniero Corsini, Chief Executive Officer*

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.

*Carl Di Placido, Director*

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.

*Raymond Mongeau, Director*

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.

*Philip Kelly, Director*

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.

*Rick Rogers, Director*

Rick Rogers has been a director of Gideon Capital since October 1, 2013 and 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 Chartered Accountant in 1983.

*Chris Carmichael, Chief Financial Officer and Corporate Secretary*

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.

The Amalgamation was negotiated on an arm's-length basis and involves arm's-length parties. Additional information about Morgan Resources, Gideon Capital and Bathurst Resources and the Amalgamation is available on SEDAR ([www.sedar.com](http://www.sedar.com)).

### **About Morgan Resources Corp.**

Morgan Resources, through its wholly owned subsidiary, Bathurst Resources, is a junior mining exploration company with an option on certain volcanic-hosted massive sulphides properties in Gloucester County, Northern New Brunswick, Canada. Pursuant to two arm's length option agreements, Bathurst Resources obtained the option to acquire a 100% interest in 191 claim units located on 4,202 hectares on three properties in Gloucester County. A technical report dated July 11, 2013 in accordance National Instrument 43-101 (the "**NI 43-101 Report**") with respect to the properties was prepared by Sears, Barry & Associates Limited for the for the Amalgamation.

For more information please contact:

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