

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (“**SearchGold Shareholders**” or “**Shareholders**”) of SearchGold Resources Inc. (the “**SearchGold**” or the “**Corporation**”) will be held at the offices of Heenan Blaikie LLP, Bay Adelaide Centre, 333 Bay Street, Suite 2900, Toronto, Ontario M5H 2T4, on June 14, 2013 at 9:30 a.m. (Toronto time), for the following purposes:

1. to receive the audited consolidated financial statements of SearchGold for the financial year ended December 31, 2012, together with the auditor’s report thereon;
2. to consider and, if deemed advisable, to pass, with or without variation, an Ordinary Resolution approving the acquisition by the Corporation of all the issued and outstanding shares of Ubika Corp. in consideration for the Corporation issuing from treasury 35,000,000 common shares (each a “**SearchGold Share**” and together, the “**SearchGold Shares**”) which will result in a change of business (the “**Change of Business Resolution**”) of the Corporation (the “**Resulting Issuer**”), the whole as more fully described in the accompanying Management Information Circular;
3. conditional upon approval of the Change of Business Resolution, to consider and, if deemed advisable, to pass, with or without variation, a Special Resolution authorizing the Corporation to change its name to “Gravitas Financial Inc.”, or such other name as the board of directors of the Corporation may determine (the “**Name Change Resolution**”), the whole as more fully described in the accompanying Management Information Circular;
4. conditional upon approval of the Change of Business Resolution, to consider and, if deemed advisable, to pass, with or without variation, a resolution of a “Majority of the Minority of Resolution” of shareholders of the Corporation, to approve the voluntary de-listing of the SearchGold Shares from the TSX Venture Exchange (the “**TSXV**”) and to list the shares of the Resulting Issuer on the Canadian National Stock Exchange (the “**CNSX**”) (the “**De-Listing Resolution**”), the whole as more fully described in the accompanying Management Information Circular;
5. conditional upon approval of the Change of Business Resolution, to appoint Collins Barrow Toronto LLP, Chartered Accountants as new auditors of the Corporation and should the Change of Business Resolution not be approved, to reappoint Raymond Chabot Grant Thornton LLP, Chartered Accountants, the whole as more fully described in the accompanying Management Information Circular;
6. conditional upon approval of the Change of Business Resolution, to elect the Resulting Issuer Slate, as such term is defined and explained in the accompanying Management Information Circular, and in the event the Change of Business Resolution is not approved, to elect the Existing Directors Slate, as such term is defined and explained in the accompanying Management Information Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, an Ordinary Resolution to re-approve the SearchGold Option Plan for the ensuing year (the “**Stock Option Plan Renewal Resolution**”), the whole as more fully described in the accompanying Management Information Circular; and
8. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

An “**Ordinary Resolution**” is a resolution which must be approved by at least 50% plus one vote (“**a majority**”) of all votes cast by the SearchGold Shareholders present at the Meeting in person or by proxy in order to become effective.

A “**Special Resolution**” is a resolution which must be approved by not less than two-thirds ($\frac{2}{3}$) of all votes cast by the SearchGold Shareholders present at the Meeting in person or by proxy in order to become effective.

A “**Majority of the Minority Resolution**” is a resolution which must be approved by the majority of all votes cast by the SearchGold Shareholders present at the Meeting in person or by proxy in order to become effective, other than promoters, directors, officers or other insiders of the Corporation and their associates and affiliates.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Information Circular of the Corporation dated May 21, 2013.

The record date for the determination of SearchGold Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 13, 2013 (the “**Record Date**”). SearchGold Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A SearchGold Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with Computershare Trust Company of Canada (Attention: Proxy Department), 100 University Ave., 9th Floor, Toronto, ON M5J 2Y1, Fax: 1 (888) 453-0330, not later than 5:00pm on June 12, 2013, subject to adjournments or postponements of the date or time set for the Meeting. The Chairman of the Meeting has the discretion to accept late proxies.

If you are a beneficial shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary.

DATED this 21st day of May, 2013.

**BY ORDER OF THE BOARD OF DIRECTORS OF
SEARCHGOLD RESOURCES INC.**

“Stanley Robinson”

Stanley Robinson
President and Chief Executive Officer