

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on June 14, 2013

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying Management Information Circular dated May 21, 2013 provided by Management.

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Proxies submitted must be received by 5:00 p.m., Eastern Time, on June 12, 2013.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: [www.investorvote.com](http://www.investorvote.com)
- Smartphone? Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



### Appointment of Proxyholder

I/We, being holder(s) of Searchgold Resources Inc. (the "Corporation") hereby appoint: David Carbonaro, or failing him, Andrew Elbaz

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of Shareholders of the Corporation to be held at The offices of Heenan Blaikie located at 333 Bay Street, Suite 2900, Bay Adelaide Centre, Toronto, Ontario, on June 14, 2013, at 9:30 a.m., and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

#### 1. Approval of Change of Business

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 which will result in a change of business (the "Change of Business Resolution") of the Corporation, the whole as more fully described in the accompanying Management Information Circular.

**For** **Against**

 

#### 2. Approval of Change of Name

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 whole as more fully described in the accompanying Management Information Circular.

 

#### 3. Approval of De-Listing and Re-Listing

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 and to list the shares of the Resulting Issuer on the Canadian National Stock Exchange, the whole as more fully described in the accompanying Management Information Circular.

 

**For** **Withhold**

#### 4. Appointment of Auditors

(a) Conditional upon approval of the Change of Business Resolution, to vote for or withhold from voting for the appointment of Collins Barrow Toronto LLP.

 

(b) In the event the Change of Business Resolution is NOT APPROVED, to vote for or withhold from voting for the re-appointment of Raymond Chabot Grant Thornton LLP.

 

#### 5. Election of Directors

(a) Conditional upon approval of the Change of Business Resolution, to vote for or withhold from voting for the election of directors as follows:

**For** **Withhold**

**For** **Withhold**

**For** **Withhold**

01. Ernie Eves

 

02. David Carbonaro

 

03. Vishy Karamadam

 

04. Vikas Ranjan

 

05. Robert Carbonaro

 

(b) In the event the Change of Business Resolution is NOT APPROVED, to vote for or withhold from voting for the election of directors as follows:

**For** **Withhold**

**For** **Withhold**

**For** **Withhold**

01. Stanley Robinson

 

02. Philippe Giaro

 

03. David Carbonaro

 

04. Maurice Colson

 

05. Wes Roberts

 

**For** **Against**

#### 6. Approval of Stock Option Plan Renewal

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 whole as more fully described in the accompanying Management Information Circular.

 

#### Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above interim financial report(s), or not receive annual financial report(s) by mail at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).



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