

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

ITEM 1 Name and Address of Company

Gravitas Financial Inc. (the “**Corporation**” or “**Gravitas**”)
700 – 36 Lombard Street
Toronto, Ontario, M5C 2X3

ITEM 2 Date of Material Change

June 25, 2013.

ITEM 3 News Release

A news release disclosing the material change was issued on June 25, 2013 through the facilities of Marketwire.

ITEM 4 Summary of Material Change

The Corporation announced the closing of a change of business and business combination (the “**Transaction**”) with Ubika Corp. (“**Ubika**”), subsequent to the completion by Ubika of a third tranche (the “**Third Tranche**”) of a previously announced private placement (the “**Private Placement**”) of subscription receipts (“**Subscription Receipts**”) convertible into debentures for aggregate gross proceeds of \$54,022,000.

ITEM 5 Full Description of Material Change

The Corporation announced the completion of the Transaction with Ubika. The Corporation announced that David Carbonaro, a director of the Company, has agreed to join Gravitas as its President and Ernie Eves, the former Premier of the Province of Ontario, has agreed to join Gravitas as Chairman.

The Corporation announced that on June 21, 2013, Ubika closed the Third Tranche of the Private Placement, which consisted of the sale of 24,000 Subscription Receipts for gross proceeds of \$24,000,000 at an issuance price of \$1,000. The Third Tranche is in addition to the closing of earlier raises referenced in a news release of SearchGold Resources Inc. (now, Gravitas) dated June 14, 2013, for aggregate gross proceeds of \$54,022,000. As a result of satisfying the escrow release conditions under the Subscription Receipts, \$52,930,260, has been transferred to Gravitas, representing the gross proceeds of the Private Placement, less fees of Portfolio Strategies Securities Inc. (the “**Agent**”) and other expenses.

Each Subscription Receipt shall automatically convert, without payment of any additional consideration and without further action on the part of a subscriber to the Private Placement, into one debenture (the “**Ubika Debenture**”) upon the satisfaction of the escrow release conditions and until such time, no Subscription Receipts may be exercised by the holders thereof. Each Ubika Debenture is exchangeable, upon completion of the transaction, into one debenture of Gravitas (the “**Resulting Issuer Debentures**”).

The Agent shall receive a cash commission equal to 2% of the gross proceeds from the Private Placement. Additionally, in connection with the Private Placement, the Agent has received a cash fee of \$10,000. It is intended that within the next several days, the Resulting Issuer Debentures will begin trading under the ticker symbol “GFLDB.A” and the common shares of Gravitass will be de-listed from the TSX Venture Exchange and listed on the Canadian National Stock Exchange under the symbol “GFT”.

Further details regarding the Transaction are available in the news release issued by the Corporation on June 25, 2013, a copy of which are available on SEDAR at www.sedar.com.

ITEM 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

ITEM 7 Omitted Information

No information has been omitted from this report on the basis that it is confidential information.

ITEM 8 Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Gravitass Financial Inc.
Vikas Ranjan, Interim Chief Financial Officer
(416) 605-7024

ITEM 9 Date of Report

This report is dated as of the 28th day of June, 2013.