

**EARLY WARNING REPORT
FILED PURSUANT TO
NATIONAL INSTRUMENT 62-103**

1. Name and Address of the offeror:

Viswanathan Karamadam
4088 Colonial Drive
Mississauga, Ontario
L5L 4K1

2. Name of the reporting issuer with respect to which this report is filed:

Gravitas Financial Inc. (formerly SearchGold Resources Inc.) (the “Company”)

3. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:

As a result of the completion of a business combination pursuant to the terms of a Securities Exchange Agreement dated June 13, 2013, the Company acquired all the issued and outstanding securities of Ubika Corp. (“Ubika”), and the securityholders of Ubika received securities of the Company (the “Transaction”). Viswanathan Karamadam became the owner of or exercised control over 18,100,000 common shares in the capital of the Company (the “Common Shares”).

4. The designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the news release:

Mr. Karamadam and his affiliates beneficially own 18,100,000 common shares of the Company, representing approximately 26.24% of the issued and outstanding voting securities of the Company on a non-diluted basis. The shares are held as follows: 8,750,000 common shares of the Company directly by Mr. Karamadam, 8,750,000 common shares of the Company are held indirectly by 2368799 Ontario Inc., a company owned by Mr. Karamadam, and 600,000 common shares of the Company indirectly by 2771906 Ontario Inc., a company 50% owned by Mr. Karamadam.

5. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (4) over which:

- (a) the offeror, either alone or together with any joint actors, has ownership and control;

Reference is made to Item 4. The joint actors with respect to its ownership of securities of the Company include 8,750,000 common shares of the Company held by 2368799 Ontario Inc., a company owned by Mr. Karamadam, and 600,000 common shares of the Company by 2771906 Ontario Inc., a company owned as to 50% by Mr. Karamadam (i.e. 2771906 Ontario Inc. holds a total of 1,200,000 common shares of the Company). These share amounts are reflected in the total share ownership figures referenced in Items 3 and 4.

- (b) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor; and**

Not applicable.

- (c) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 6. Name of the market in which the transaction or occurrence that gave rise to the news release took place.**

Not applicable.

- 7. The value of consideration, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence that gave rise to the obligation to file a news release.**

The Common Shares were issued as part of a securities exchange of Ubika, a private company, to shareholders of Ubika in connection with the consummation of the Transaction. The Ubika common shares were previously issued to Mr. Karamadam and his affiliates during the period 2004 to 2013 for \$1.00 per share (prior to giving effect to a 1,552.083-for-1 share split on June 18, 2013).

- 8. Purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.**

The Common Shares were issued as part of a securities exchange of shares of the Company to shareholders of Ubika in connection with the consummation of the Transaction.

- 9. General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in**

connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.

The Common Shares were issued as part of a securities exchange of shares of the Company to shareholders of Ubika in connection with the consummation of the Transaction.

10. Names of any joint actors in connection with the disclosure required by this report.

2368799 Ontario Inc. and 2771906 Ontario Inc.

11. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value, in Canadian dollars, of the consideration paid by the offeror.

The Common Shares were issued as part of a securities exchange of Ubika, a private company, to securityholders of Ubika in connection with the consummation of the Transaction. The Ubika common shares were previously issued to Mr. Karamadam and his affiliates during the period 2004 to 2013 for \$1.00 per share (prior to giving effect to a 1,552.083-for-1 share split on June 18, 2013).

12. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities.

Not applicable.

13. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance

Not applicable.

DATED at Toronto, Ontario this 3rd day of July, 2013.

Viswanathan Karamadam