

**NOTICE
NATIONAL INSTRUMENT 51-102
CHANGE IN CORPORATE STRUCTURE**

**TO: ALBERTA SECURITIES COMMISSION
BRITISH COLUMBIA SECURITIES COMMISSION
AUTORITÉ DES MARCHÉS FINANCIERS
CANADIAN NATIONAL STOCK EXCHANGE**

This notice is provided pursuant to section 4.9 of National Instrument 51-102 *Continuous Disclosure Obligations*.

(a) Names of the parties to the transaction:

Gravitas Financial Inc. (formerly, SearchGold Resources Inc.) (the “**Company**”) and Ubika Corp. (“**Ubika**”).

(b) Description of the transaction:

The Company completed the previously announced acquisition of all of the issued and outstanding shares of Ubika pursuant to (i) a securities exchange between the Company, Ubika and the former major shareholders of Ubika, as per the securities exchange agreement dated June 13, 2013 (the “**Securities Exchange Agreement**”) and (ii) a change of business of the Company.

The acquisition was effected by means of a reverse takeover under the policies of the TSX Venture Exchange (“**TSXV**”). In connection with the completion of the reverse takeover, the Company changed its name from “SearchGold Resources Inc.” to “Gravitas Financial Inc.”; delisted its shares from the TSXV; and listed its shares on the Canadian National Stock Exchange under the symbol “GFI”.

(c) Effective date of the transaction:

June 25, 2013.

(d) Names of each party, if any, that ceased to be a reporting issuer subsequent to the transaction and of each continuing entity:

The Company continues to be a reporting issuer in the provinces of Alberta, British Columbia and Quebec. The wholly-owned subsidiary, Ubika, is the “reverse takeover acquirer” for the purposes of NI 51-102.

(e) Date of the reporting issuer's first financial year-end subsequent to the transaction:

The Company has not changed its year-end. The first financial year-end of the Company subsequent to the transaction remains as December 31, 2013.

(f) The periods, including the comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer's first financial year after the transaction:

The Company will file the following financial statements:

Second Quarter – interim financial statements as at and for the interim period ending June 30, 2013.

Third Quarter - interim financial statements as at and for the interim period ending September 30, 2013.

Year-end – audited financial statements for the year ending December 31, 2013.

(g) Documents filed under National Instrument 51-102 that described the transaction:

The transaction is described in further detail in the Management Information Circular dated as of May 21, 2013 and the Securities Exchange Agreement, copies of which are available under the Company's profile on SEDAR at www.sedar.com.

DATED August 9, 2013