

SEARCHGOLD RESOURCES INC. NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT a special meeting (the “**Meeting**”) of the shareholders of SearchGold Resources Inc. (the “**Corporation**”) will be held at Heenan Blaikie LLP, 1250 René-Lévesque Blvd. West Suite 2500, Montreal, Quebec H3B 4Y1 on October 7, 2011 at 1 p.m. (Montreal time) for the following purposes:

1. to consider and, if deemed advisable, pass, with or without variation, a special resolution (the “**Share Consolidation Resolution**”) of the shareholders of the Corporation, to amend the articles of the Corporation to effect a consolidation of all of the issued and outstanding common shares (each a “**Share**” and together, the “**Shares**”) on a basis of one (1) post-consolidation Share for every eight (8) pre-consolidation Shares which are issued and outstanding, or such other consolidation ratio that the directors of the Corporation deem necessary, such ratio to be no greater than one (1) post-consolidation Share for every eight (8) pre-consolidation Shares;
2. to consider and, if deemed advisable, pass, with or without variation, a special resolution (the “**Registered Office Resolution**”) to amend the Corporation’s articles of incorporation to change the province or territory in Canada where the registered office of the Corporation is to be situated from Quebec to Ontario;
3. to consider and, if deemed advisable, pass, with or without variation, an ordinary resolution confirming the approval of new By-Law No. 4 (the “**Amended and Restated By-Law**”) and the repeal of all previous by-laws (collectively, the “**By-Law Amendment**”); and
4. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of the matters proposed to be put before the Meeting are set forth in the management information circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on September 6, 2011 (the record date) will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

DATED at the City of Montreal, in the Province of Quebec, as of the 13th day of September, 2011.

By Order of the Board of Directors
of **SEARCHGOLD RESOURCES INC.**

“Stanley Robinson”

President and Chief Executive Officer

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY AND RETURN IT TO THE CORPORATION’S TRANSFER AGENT, COMPUTERSHARE TRUST COMPANY OF CANADA, 100 UNIVERSITY AVE., 9TH FLOOR, TORONTO, ONTARIO M5J 2Y1, ATTENTION: PROXY DEPARTMENT, SUCH THAT IT IS RECEIVED AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS IN THE PROVINCE OF ONTARIO) PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF, IN DEFAULT OF WHICH IT MAY BE TREATED AS INVALID. IN ORDER TO BE REPRESENTED BY PROXY, SHAREHOLDERS MUST COMPLETE AND SUBMIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY.