

# SearchGold Resources Inc. enters into definitive agreement with Ubika Corp. and announces results of its annual general and special meeting

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[SearchGold Resources Inc.](#) ("SearchGold" or the "Company") (TSXV: RSG) is pleased to announce that the Corporation has entered into a definitive share exchange agreement (the "Agreement") with respect to its previously announced reverse-take over with Ubika Corp. ("Ubika") (the "Transaction"). The Agreement supersedes the letter of intent (as per announcement on March 5, 2013). Pursuant to the Agreement, SearchGold will acquire all of the issued and outstanding shares of Ubika (the "Ubika Shares") in exchange for the issuance of shares of SearchGold (the "Resulting Issuer Shares"), in accordance with the exchange ratio. Upon completion of the Transaction, Ubika will become a wholly-owned subsidiary of SearchGold and the Transaction will result in a "Change of Business" of SearchGold (the "Resulting Issuer"), as such term is defined in the policies of the TSX Venture Exchange (the "TSXV") Corporate Finance Manual. The Resulting Issuer will carry on the business theretofore carried on by Ubika. For greater detail about the Transaction, please refer to the Company's Management Information Circular which was filed on SEDAR.com on May 14, 2013 and the Agreement which was filed on SEDAR.com on June 14, 2013.

## Shareholders Meeting

Earlier today, the Corporation held its annual general and special meeting to seek approval for, among other things, the Change of Business. At the meeting, 96.71% of shareholders voted in favour of the Transaction and 96.85% of shareholders voted in favour of changing SearchGold's name to Gravititas Financial Inc. The name change will be in effect immediately. Moreover, 92.27% of shareholders, representing a majority of the minority of SearchGold shareholders voted in favour of de-listing the SearchGold Shares from the TSXV and listing the SearchGold Shares on the Canadian National Stock Exchange (the "CNSX"). In addition, the Resulting Issuer Debentures (as hereinafter defined) will also be listed on the CNSX.

## Private Placement

On May 10, 2013, Ubika issued 30,022 subscription receipts (the "Subscription Receipts") for gross proceeds of \$30,022,000 at an issuance price of \$1,000 per Subscription Receipt (the "Offering"). Each Subscription Receipt shall automatically convert, without payment of any additional consideration and without further action on the part of a subscriber to the Offering, into one debenture (the "Ubika Debenture") upon the satisfaction of the Escrow Release Conditions (as hereinafter defined) and until such time, no Subscription Receipts may be exercised by the holders thereof. Each Ubika Debenture will be exchangeable, upon completion of the Transaction, into one debenture of the Resulting Issuer (the "Resulting Issuer Debenture").

Ubika may close one additional financing for Subscription Receipts prior to the closing of the Transaction.

In connection with the Offering, upon the closing of the Transaction, the Agent shall receive a cash commission equal to 2% of the gross proceeds from the Offering. Additionally, in connection with the Offering, the Agent shall receive a cash fee of \$10,000. Upon closing of the Offering, it is intended that the Resulting Issuer Debentures will be listed on the CNSX upon satisfaction by Ubika of the CNSX listing requirements for the Ubika Debentures. The CNSX provided conditional approval of the Transaction on May 2, 2013.

## ABOUT UBIKA CORP.

Ubika is a private, fast growing financial services, research and analytics company providing knowledge solutions to private and public company clients, predominately in the mining sector. Through its portal [www.smallcappower.com](http://www.smallcappower.com), it also provides information to corporate and individual investors. Ubika was incorporated on March 3, 2004 under the federal laws of Canada and after giving effect to a share split, will

have 2,483,333 common shares issued and outstanding (the "Ubika Shares"). Ubika conducts its operations from its head office in Toronto and a marketing office in Vancouver, Canada. Assuming the successful closing of the Transaction, Ubika intends to utilize the public company platform and enhanced access to capital to grow its existing business and to provide new and enhanced products to its clients. As reported in Ubika's audited financial statements for the fiscal years ended December 31, 2012 and 2011, Ubika had revenue of \$1,204,468 for year ending December 31, 2012 and \$1,405,384 for year ending December 31, 2011. For the year ending December 31, 2012 Ubika Corporation reported a net earnings (earnings after taxes) of \$232,869 and for December 31, 2011 Ubika reported a net earnings (earnings after taxes) of \$384,147.

## **ABOUT SEARCHGOLD**

[SearchGold](#) is a public company whose common shares are listed on the TSXV. SearchGold is organized under the federal laws of Canada. SearchGold's primary mission was to target, explore and advance gold properties of merit. The Company currently has mineral interests in Burkina Faso, Gabon and Guinea.

## **READER ADVISORY**

*Statements in this press release may contain forward-looking information including, operating costs, administrative costs, acquisitions and dispositions, capital spending, access to credit facilities, income taxes, regulatory changes, and other components of cash flow and earnings. Any statements that are contained in this press release that are not statements of historical fact may be deemed to be forward looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expects" and similar expressions. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of SearchGold. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.*

*The forward-looking statements contained in this press release are made as of the date of this press release, and SearchGold does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by securities law.*

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*There can be no assurance that the Transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.*

*SearchGold is only responsible for the disclosure herein directly related to SearchGold and shall not be responsible for the disclosure provided herein related to Ubika.*

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*All amounts in Canadian Dollars*

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