

## OTCQB Certification

I, Martin Oring, CEO of Searchlight Minerals Corp. ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):

- ☒ Company is registered under Section 12(g) of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☐ Company is reporting under Section 15(d) of the Exchange Act.
- ☐ Other (describe) \_\_\_\_\_

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on [www.otcmarkets.com](http://www.otcmarkets.com) is current and complete as of April 22, 2016 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Baker & Hostetler LLP

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

RJ Falkner & Company, Inc., 125 Piper Lane, P.O. Box 310, Spicewood, TX 78669

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
See attached		

Date: April 28, 2016

Name of Certifying CEO or CFO: Martin Oring

Title: CEO



Signature: /s/ MARTIN ORING

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

The following table sets forth certain information concerning the number of shares of our common stock owned beneficially as of April 22, 2016 by: (i) each person (including any group) known to us to own more than five percent (5%) of any class of our voting securities, (ii) each of our directors and each of our named executive officers, and (iii) officers and directors as a group. Unless otherwise indicated, the stockholders listed possess sole voting and investment power with respect to the shares shown and the officers, directors and stockholders can be reached at our principal offices at 2360 West Horizon Ridge Parkway, Suite 100, Henderson, Nevada 89052:

	<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percentage of Common Stock<sup>(1)</sup></b>
<b>DIRECTORS AND OFFICERS</b>			
	Carl S. Ager	23,057,576 <sup>(2)(9)</sup>	7.88%
	Melvin L. Williams	2,033,430 <sup>(3)</sup>	*
	Robert D. McDougal	2,128,384 <sup>(4)</sup>	*
	Martin B. Oring	17,330,934 <sup>(5)</sup>	5.89%
	Jordan M. Estra	1,871,519 <sup>(6)</sup>	6.65%
	John. E. Mack	1,679,800 <sup>(7)</sup>	*
	Michael W. Conboy	0 <sup>(8)</sup>	*
	All officers and directors as a group (7 persons)	48,101,643	15.64%
<b>HOLDERS OF MORE THAN 5% OF OUR COMMON STOCK</b>			
	Nanominerals Corp. 3500 Lakeside Court, Suite 206 Reno, Nevada 89509	19,868,576 <sup>(9)</sup>	6.86%
	Dr. Charles A. Ager 17146 – 20th Avenue Surrey, British Columbia, Canada V3S 9N4	20,913,766 <sup>(9)(10)</sup>	7.22%
	Luxor Capital Group, LP 1114 Ave of the Americas 29th Floor New York, NY 10036	142,665,754 <sup>(11)</sup>	49.83%

\* Less than 1%.

- (1) Beneficial ownership is determined in accordance with the rules of the SEC. Shares of common stock subject to options or warrants currently exercisable or exercisable within 60 days of the date of this Report, are deemed outstanding for computing the percentage ownership of the stockholder holding the options or warrants, but are not deemed outstanding for computing the percentage ownership of any other stockholder. Unless otherwise indicated in the footnotes to this table, we believe stockholders named in the table have sole voting and sole investment power with respect to the shares set forth opposite such stockholder's name. Percentage of ownership is based on 286,310,744 shares of common stock outstanding as of April 22, 2016.
- (2) Consists of 500,000 shares of common stock and options to acquire an additional 2,689,000 shares of our common stock (of which 100,000 may vest after 60 days following April 22, 2016) held directly by Carl S. Ager, our Vice President, Secretary and Treasurer and a member of our Board. In addition, Mr. Ager is a 17.5% stockholder of Nanominerals, a company that owns 16,400,000 of our outstanding shares of common stock and warrants to purchase up to 3,468,576 shares of our common stock. However, Mr. Ager does not have any voting or investment powers over the 16,400,000 shares or the 3,468,576 warrants owned by Nanominerals. For purposes of Rule 13d-3 of the Exchange Act, Mr. Ager may be deemed to be a beneficial owner of the 16,400,000 shares and the 3,468,576 warrants owned by Nanominerals by virtue of his ownership interest in Nanominerals. However, for purposes of Section 13(d) of the Exchange Act, Mr. Ager disclaims beneficial ownership of all but a number of shares not in excess of 2,870,000 of the

16,400,000 shares and 607,000 of the 3,468,576 warrants owned by Nanominerals, which reflects his 17.5% ownership interest in Nanominerals. See footnote (9) below.

- (3) Consists of 449,430 shares held directly by Melvin L. Williams and in his personal IRA, and 20,000 shares held by Cupit, Milligan, Ogden & Williams PSP and Trust, dated 1/1/97, and options to acquire an additional 1,564,000 shares of our common stock. On April 8, 2016, Mr. Williams resigned as the Chief Financial Officer of the Company.
- (4) Consists of 309,580 shares held by Robert D. McDougal as Trustee of the Robert D. McDougal and Edna D. McDougal Family Trust Dated December 13, 2007 and options to acquire an additional 1,818,804 shares of our common stock. Mr. McDougal passed away on January 15, 2016.
- (5) Consists of 305,000 shares held directly by Martin B. Oring (or jointly with his wife), 6,679,749 shares held by Martin Oring Financial Trust dated December 20, 2006, a family trust of which Mr. Oring's wife serves as a trustee, 2,222,921 shares held by Wealth Preservation Defined Benefit Plan and options and warrants to acquire an additional 8,123,264 shares of common stock (of which 150,000 may vest after 60 days following April 22, 2016) held by Mr. Oring and his affiliated entities.
- (6) Consists of an aggregate of 4,000 shares held directly by Jordan M. Estra (jointly with his wife) and in his personal IRA, and options to acquire an additional 1,867,519 shares of our common stock held by Mr. Estra and his affiliated entities.
- (7) Consists of options to acquire 1,679,800 shares of our common stock (of which 50,000 may vest after 60 days following April 22, 2016) held by John Mack.
- (8) Michael Conboy is employed by Luxor Capital Group, LP as the Director of Research. However, for purposes of Section 13(d) of the Exchange Act, Mr. Conboy disclaims beneficial ownership of all shares beneficially owned by Luxor Capital Group, LP. See footnote (11) below.
- (9) Nanominerals is a privately held Nevada corporation which owns 16,400,000 shares of our common stock and warrants to purchase up to 3,468,576 shares of common stock. Carl S. Ager, one of our officers and directors, owns 17.5% of the issued and outstanding shares of Nanominerals. Dr. Charles A. Ager, the sole director and officer of Nanominerals, and his wife, Carol Ager, collectively own 35% of the issued and outstanding shares of Nanominerals. Further, Mr. Ager has given an irrevocable proxy to Dr. Ager to vote his shares of Nanominerals during the time that Mr. Ager serves as one of our directors or executive officers. Dr. Ager has sole voting and investment powers over the 16,400,000 shares and the 3,468,576 warrants owned by Nanominerals. A group of additional shareholders of Nanominerals, none of whom is an officer or director of Searchlight or Nanominerals, collectively own 47.5% of the outstanding shares of Nanominerals.
- (10) These shares include the 16,400,000 shares and warrants to purchase up to 3,468,576 shares of common stock owned by Nanominerals. Pursuant to a Schedule 13D filed by Dr. Ager, Dr. Ager and his wife, Carol Ager, collectively own 35% of the outstanding shares of Nanominerals. Dr. Ager is the sole director and officer of Nanominerals. Further, Mr. Ager has given an irrevocable proxy to Dr. Ager to vote his shares of Nanominerals during the time that Mr. Ager serves as one of our directors or executive officers. Dr. Ager has sole voting and investment powers over the 16,400,000 shares and the 3,468,576 warrants owned by Nanominerals. See footnote (9) above. In addition, Dr. Ager's affiliate, Geotech Mining Inc., owns 140,000 shares of common stock. Further, Mrs. Ager owns 765,190 shares in her own name, and her affiliate, Geosearch Inc., owns an additional 140,000 shares.
- (11) Luxor Capital Group, LP ("Luxor Capital Group") acts as the investment manager of Luxor Capital Partners, LP, Luxor Spectrum, LLC, Luxor Wavefront, LP, Luxor Capital Partners Offshore Master Fund, LP, Luxor Capital Partners Offshore, Ltd., Luxor Spectrum Offshore Master Fund, LP, Luxor Spectrum Offshore, Ltd. and Thebes Offshore Master Fund, LP and to an account it separately manages (collectively, the "Luxor Reporting Entities"). The Luxor Reporting Entities beneficially own an aggregate of 142,665,754 shares of common stock and warrants to purchase up to an additional 16,532,789 shares of common stock. All 16,532,789 warrants, however, are not exercisable until September 18, 2016. Luxor Management, LLC ("Luxor Management") is the general partner of Luxor Capital Group. Christian Leone is the managing member of Luxor Management. Luxor Capital Partners Offshore Master Fund, LP is a subsidiary of Luxor Capital Partners Offshore, Ltd., and Luxor Spectrum Offshore Master Fund, LP is a subsidiary of Luxor Spectrum Offshore, Ltd. LCG Holdings, LLC ("LCG Holdings") serves as the general partner or the managing member of certain of the Luxor Reporting Entities. Mr. Leone is the managing member of LCG Holdings. Luxor Capital Group, Luxor Management and Mr. Leone may each be deemed to be the beneficial owner of the 142,665,754 shares and 16,532,789 warrants beneficially owned by the Luxor Reporting Entities.