

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Corporation:**

Spackman Equities Group Inc. (the "Company") (formally Centiva Capital Inc.)  
Suite 3800  
Royal Bank Plaza, South Tower  
200 Bay Street, P.O. Box 84  
Toronto, ON  
Canada M5J 2Z4

Telephone No.: (416) 956-4926

**Item 2. Date of Material Change:**

October 31, 2011

**Item 3. News Release:**

A press release was issued October 31, 2011 in Toronto, Ontario and disseminated across Canada by Marketwire.

**Item 4. Summary of Material Change:**

The Company completed the previously announced plan of arrangement (the "Arrangement") with Aylen Capital Inc. ("Aylen"). Pursuant to the Arrangement, all of the existing assets and liabilities of the Company were transferred to Aylen in exchange for common shares of Aylen and a promissory note in an amount representing \$0.05 per issued and outstanding common share of the Company immediately prior to the Arrangement. Aylen will continue to carry on the business previously conducted by the Company with a primary focus on its Grapevine Solutions Business, its portfolio of marketable securities and its strategic investment in VFM Interactive Inc. The Company will carry on the business of identifying and investing into or acquiring small/medium-sized growth companies. It will focus on investing into or acquiring growth companies in Asia. As part of the Arrangement, the name of the Company was changed to "Spackman Equities Group Inc". Trading in the common shares of the Company was halted on July 5, 2011. On Monday, October 31, 2011, the common shares of Spackman Equities Group Inc. commenced trading on the TSX Venture Exchange under the symbol "SQG".

The Company also completed a previously announced private placement financing (the "Financing") in the amount of \$3,086,000 raised through the issuance of 61,720,000 common shares of the Company at a price of \$0.05 per common share. The net proceeds of the Financing will primarily be used to make new investments which comply with the Company's investment policy, including the pre-arranged investments in LCD Group Limited and Gold China Technologies Limited.

**Item 5. Full Description of Material Change:**

Please see press release attached hereto as Schedule "A".

**Item 6. Reliance of Section 7.1(2) or (3) of National Instrument 51-102:**

Not applicable.

**Item 7. Omitted Information:**

Not applicable.

**Item 8. Executive Officer:**

Charles Spackman  
President and Chief Executive Officer  
852 3902 3288

**Item 9. Date of Report:**

November 9, 2011

Schedule "A"



TSX VENTURE EXCHANGE: CVC

FOR IMMEDIATE RELEASE

**CENTIVA COMPLETES PLAN OF ARRANGEMENT AND FINANCING**

**Toronto, October 31, 2011** – Centiva Capital Inc. (TSXV: CVC) ("**Centiva**" or the "**Company**") is pleased to announce that it has successfully completed the previously announced plan of arrangement (the "**Arrangement**") with Aylen Capital Inc. ("**Aylen**"). The Arrangement was completed following the approval of the Ontario Superior Court of Justice (Commercial List) and satisfaction of the various conditions precedent to the Arrangement. Centiva received the requisite shareholder approvals for the Arrangement at a meeting of its shareholders held on September 23, 2011. The Ontario Superior Court of Justice (Commercial List) granted a final order approving the Arrangement on September 27, 2011.

Pursuant to the Arrangement, all of the existing assets and liabilities of the Company will be transferred to Aylen in exchange for common shares of Aylen and a promissory note in an amount representing \$0.05 per issued and outstanding common share of Centiva immediately prior to the Arrangement. Aylen will continue to carry on the business previously conducted by Centiva with a primary focus on its Grapevine Solutions Business, its portfolio of marketable securities and its strategic investment in VFM Interactive Inc.

Centiva will carry on the business of identifying and investing into or acquiring small/medium-sized growth companies. It will focus on investing into or acquiring growth companies in Asia (principally in China and Korea) at attractive valuations, building a diversified portfolio of such growth companies and, ultimately, delivering the collective value derived from the performance of these businesses to the shareholders of Centiva.

The name of the Company was changed to "Spackman Equities Group Inc." pursuant to the terms of the Arrangement. Trading in the common shares ("**Common Shares**") of the Company was halted on July 5, 2011. On Monday, October 31, 2011, the common shares of Spackman Equities Group Inc. commenced trading on the TSX Venture Exchange under the symbol "SQG".

Full details of the Arrangement and certain other matters are set out in the management information circular of Centiva (the "**Information Circular**") dated August 29, 2011 available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

Centiva is also pleased to announce the closing of a previously announced private placement financing (the "**Financing**") in the amount of \$3,086,000 raised through the issuance of 61,720,000 Common Shares of the Company at a price of \$0.05 per Common Share. \$586,000 of gross proceeds of the Financing were raised by Hampton Securities Limited, the lead agent (the "**Agent**") in Canada. The balance of the Financing was conducted on a non-brokered basis.

The Agent received a cash commission equal to 8% of amounts raised by the Agent plus broker warrants equal to 8% of securities sold by the Agent. Each broker warrant entitles the Agent to

acquire one Common Share of the Corporation at a price of \$0.05 for a period of 24 months from the date of issue.

The net proceeds of the Financing will primarily be used to make new investments which comply with the Company's investment policy, including the pre-arranged investments in Intech LCD Group Limited ("**Intech**") and Gold China Technologies Limited ("**Gold China**"). Concurrently with the completion of the Financing, the Company has acquired 17.916% of Intech's issued and outstanding common shares and 100% of the issued and outstanding common shares of Gold China. Gold China is a special purpose vehicle incorporated in Hong Kong that will serve as a vehicle for Centiva to indirectly hold:

- 1,890 common shares of Opus Pictures Co., Ltd., representing a 7.0% equity ownership of Opus Pictures; and
- 1,176 common shares of Zip Cinema Co., Ltd., representing a 7.0% equity ownership of Zip Cinema.

The remainder of the net proceeds from the Financing will be used for additional investments and for working capital purposes.

The Financing received final approval from the TSX Venture Exchange on October 29, 2011.

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

For further information:

Charles Spackman  
CEO & President  
852 3902 328