

The unaudited condensed consolidated financial statements of

**SPACKMAN EQUITIES GROUP INC.**

For the three and nine months ended September 30, 2012

(In Canadian Dollars)

# **SPACKMAN EQUITIES GROUP INC.**

For the three and nine months ended September 30, 2012

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## **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under the National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of the interim financial statements by an entity's auditor.

Charles Spackman  
Chief Executive Officer

Jenifer Cho  
Director of Finance

November 23, 2012

# SPACKMAN EQUITIES GROUP INC.

## Condensed Consolidated Statements of Financial Position (Unaudited)

(In Canadian Dollars)

|  | As at<br>September 30,<br>2012 | As at<br>December 31,<br>2011 | As at<br>September 30,<br>2011 |
|--|--------------------------------|-------------------------------|--------------------------------|
| <b>ASSETS</b>  |                                |                               |                                |
| <b>CURRENT</b>   |                                |                               |                                |
| Cash and cash equivalents                                | \$ 7,260,173                   | \$ 1,056,203                  | \$ 3,713                       |
| Marketable securities                                    | 811,052                        | -                             | 715                            |
| Accounts receivable                                      | 1,192,435                      | -                             | 668,759                        |
| HST Recoverable  | 29,202                         | 4,121                         | 21,344                         |
| Other receivable   | 1,051,533                      | -                             | -                              |
| Deposit on land  | 350,750                        | -                             | -                              |
| Prepaid expense and sundry assets                        | 1,330,733                      | -                             | 7,805                          |
|  | 12,025,878                     | 1,060,324                     | 702,336                        |
| <b>NON-CURRENT</b>                                       |                                |                               |                                |
| Investments  | 1,184,748                      | 1,775,000                     | 1,843,890                      |
| Note receivable  | 622,973                        | 582,591                       | -                              |
| Sundry assets  | 300,770                        | -                             | 14,081                         |
| Property and equipment (Note 5)                          | 223,318                        | -                             | 2,169                          |
| Intangible assets (Note 6)                               | 2,171,047                      | -                             | -                              |
| Goodwill (Note 4)  | 3,678,535                      | -                             | -                              |
|  | 8,181,391                      | 2,357,591                     | 1,860,140                      |
|  | \$ 20,207,269                  | \$ 3,417,915                  | \$ 2,562,476                   |
| <b>LIABILITIES</b>                                       |                                |                               |                                |
| <b>CURRENT</b>   |                                |                               |                                |
| Accounts payable and accrued liabilities                 | \$ 376,234                     | \$ 48,534                     | \$ 10,741                      |
| Loans payable (Note 7)                                   | 4,300,830                      | -                             | -                              |
| Foreign withholding and taxes payable                    | 11,038                         | -                             | -                              |
| Deferred revenue and customers' deposits                 | 1,742,844                      | -                             | 40,641                         |
| Provision  | -                              | 85,000                        | 16,431                         |
|  | 6,430,946                      | 133,534                       | 67,813                         |
| <b>NON-CURRENT</b>                                       |                                |                               |                                |
| Long term payables (Note 8)                              | 286,069                        | -                             | -                              |
| Defined benefits liabilities (Note 8)                    | 90,074                         | -                             | -                              |
|  | 376,143                        | -                             | -                              |
|  | 6,807,089                      | 133,354                       | 27,172                         |
| <b>SHAREHOLDERS' EQUITY</b>                              |                                |                               |                                |
| Share Capital (Note 9)                                   | 12,684,677                     | 3,966,772                     | 3,514,327                      |
| Contributed surplus                                      | 315,853                        | 315,853                       | 291,264                        |
| Deficit  | (1,034,699)                    | (998,244)                     | (1,310,928)                    |
| Accumulated other comprehensive income                   | (28,353)                       | -                             | -                              |
| Total equity attributable to shareholders of the Company | 11,937,478                     | 3,284,381                     | 2,494,663                      |
| Non-controlling interest                                 | 1,462,702                      | -                             | -                              |
|  | 13,400,180                     | 3,284,381                     | 2,494,663                      |
|  | \$ 20,207,269                  | \$ 3,417,915                  | \$ 2,562,476                   |

The accompanying notes form an integral part of these financial statements

**SPACKMAN EQUITIES GROUP INC.**  
**Condensed Consolidated Statements of Operations (Unaudited)**  
(In Canadian Dollars)

|   | Three Months Ended    |                       | Nine Months Ended     |                       |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
|   | September 30,<br>2012 | September 30,<br>2011 | September 30,<br>2012 | September 30,<br>2011 |
| <b>Revenues</b>   |                       |                       |                       |                       |
| Sales revenue   | \$1,179,747           | \$ 188,587            | \$ 3,736,214          | \$ 453,949            |
| Interest and other income                                     | 37,658                | 3,596                 | 96,460                | 11,545                |
| Unrealized gain (loss) on fair value of marketable securities | 31,561                | (100,389)             | (19,172)              | (98,897)              |
| Accretion on notes receivable                                 | 13,461                | -                     | 40,382                | -                     |
|   | 1,262,427             | 91,794                | 3,853,884             | 366,597               |
| <b>Expenses</b>   |                       |                       |                       |                       |
| Direct production costs                                       | 964,555               | -                     | 1,888,002             | -                     |
| Selling expenses  | 190,464               | 84,632                | 957,020               | 269,724               |
| General and administrative                                    | 185,949               | 93,477                | 543,878               | 285,813               |
| Loss on sale of property                                      | 15,265                | -                     | 16,087                | -                     |
| Realized loss on sale of marketable securities                | 3,675                 | 205,620               | 3,675                 | 204,532               |
| Depreciation and amortization                                 | 36,826                | 631                   | 117,686               | 1,895                 |
| Financing charges   | 9,885                 | -                     | 34,608                | -                     |
|   | 1,406,619             | 384,360               | 3,560,956             | 761,964               |
| Net income (loss) before income tax                           | (144,192)             | (292,566)             | 292,928               | (395,367)             |
| Income tax  | (214,667)             | -                     | -                     | -                     |
| Net income for the period                                     | \$ 70,475             | \$ (292,566)          | \$ 292,928            | \$ (395,367)          |
| <b>Attributable to:</b>                                       |                       |                       |                       |                       |
| Shareholders of the Company                                   | \$ (20,163)           | \$ (292,566)          | \$ (36,455)           | \$ (395,367)          |
| Non-controlling interests                                     | 90,638                | -                     | 329,383               | -                     |
|   | \$ 70,475             | \$ (292,566)          | \$ 292,928            | \$ (395,367)          |
| Net income (loss) per share (basic and fully diluted)         | \$ 0.0004             | \$ (0.02)             | \$ 0.001              | \$ (0.02)             |
| Weighted average number of shares                             | 148,647,583           | 16,856,632            | 130,107,362           | 16,856,632            |

The accompanying notes form an integral part of these financial statements

**SPACKMAN EQUITIES GROUP INC.**  
**Condensed Consolidated Statements of Comprehensive Income and**  
**Accumulated Other Comprehensive Income (Unaudited)**  
(In Canadian Dollars)

|  | Three Months ended    |                       | Nine Months Ended     |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | September 30,<br>2012 | September 30,<br>2011 | September 30,<br>2012 | September 30,<br>2011 |
| <b>Statement of Comprehensive Income</b>         |                       |                       |                       |                       |
| Net income (loss) for the period                 | \$ 70,475             | \$ (292,566)          | \$ 292,928            | \$ (395,367)          |
| Other comprehensive (loss) income for the period | (82,981)              | 269,889               | (41,350)              | 243,889               |
| Net comprehensive (loss) income for the period   | \$ (12,506)           | \$ 22,677             | \$ 251,578            | \$ (151,478)          |
| Attributable to:                                 |                       |                       |                       |                       |
| Shareholders of the Company                      | \$ (72,724)           | \$ (269,889)          | \$ (64,808)           | \$ (151,478)          |
| Non-controlling interests                        | 60,218                | -                     | 316,386               | -                     |
|  | \$ (12,506)           | \$ (269,889)          | \$ 251,578            | \$ (151,478)          |

**Statement of Accumulated Other Comprehensive  
Income**

|  |             |              |             |              |
|--|-------------|--------------|-------------|--------------|
| Balance - beginning                              | \$ -        | \$ (269,889) | \$ -        | \$ (243,889) |
| Other comprehensive (loss) income for the period | (82,981)    | 269,889      | (41,350)    | 243,889      |
| Balance - end                                    | \$ (82,981) | \$ -         | \$ (41,350) | \$ -         |

The accompanying notes form an integral part of these financial statements

**SPACKMAN EQUITIES GROUP INC.****Condensed Consolidated Statements of Changes in Equity****For the nine months ended September 30, 2012 and September 30, 2011 (Unaudited)**

(In Canadian Dollars)

|   | Capital<br>stock | Contributed<br>Surplus | Deficit       | Accumulated<br>Other<br>Comprehensive<br>Income | Non-<br>Controlling<br>Interest | Total<br>Shareholders'<br>Equity |
|---|------------------|------------------------|---------------|---|---------------------------------|----------------------------------|
| Balance-Dec. 31, 2011                                       | \$ 3,966,772     | \$ 315,853             | \$(998,244)   | \$  | \$                              | \$ 3,284,381                     |
| Income (loss) for the<br>period                             | -                | -                      | (36,455)      | -   | 329,383                         | 292,928                          |
| Other comprehensive<br>income                               | -                | -                      | -             | (28,353)  | (12,997)                        | (41,350)                         |
| Shares issued on<br>acquisition of subsidiary               | 4,571,325        | -                      | -             | -   | -                               | 4,571,325                        |
| Non controlling interest<br>on acquisition of<br>subsidiary | -                | -                      | -             | -   | 1,146,316                       | 1,146,316                        |
| New shares issued   | 4,146,580        | -                      | -             | -   | -                               | 4,146,580                        |
| Balance-Sept. 30, 2012                                      | \$12,684,677     | \$ 315,853             | \$(1,034,699) | \$ (28,353)                                     | \$ 1,462,702                    | \$ 13,400,180                    |
| Balance-Dec. 31, 2010                                       | \$ 3,514,327     | \$ 291,264             | \$ (915,561)  | \$ (243,889)                                    | \$                              | \$ 2,646,141                     |
| Loss for the period   | -                | -                      | (395,367)     | -   | -                               | (395,367)                        |
| Other comprehensive<br>loss                                 | -                | -                      | -             | 243,889   | -                               | 243,889                          |
| Balance-Sept. 30, 2011                                      | \$ 3,514,327     | \$ 291,264             | \$(1,310,928) | \$  | \$                              | \$ 2,494,663                     |

The accompanying notes form an integral part of these financial statements

**SPACKMAN EQUITIES GROUP INC.**  
**Condensed Consolidated Statements of Cash Flows (Unaudited)**  
(In Canadian Dollars)

|  | Three Months Ended    |                       | Nine Months Ended     |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | September 30,<br>2012 | September 30,<br>2011 | September 30,<br>2012 | September 30,<br>2011 |
| <b>Net Inflow (Outflow) of Cash Related to the Following Activities:</b> |                       |                       |                       |                       |
| <b>Operating</b>   |                       |                       |                       |                       |
| Net income (loss) from operations  | \$ 70,475             | \$ (292,566)          | \$ 292,928            | \$ (395,367)          |
| Items not affecting cash:  |                       |                       |                       |                       |
| Income tax   | (214,667)             | -                     | -                     | -                     |
| Loss on sale of property and equipment                                   | 15,265                |                       | 16,087                | -                     |
| Realized loss on sale of marketable securities                           | 3,675                 | 205,620               | 3,675                 | 204,532               |
| Unrealized loss (gain) on value of marketable securities                 | (31,561)              | 100,389               | 19,172                | 98,897                |
| Depreciation and amortization  | 36,826                | 631                   | 117,686               | 1,895                 |
| Accretion on notes receivable  | (13,461)              | -                     | (40,382)              | -                     |
| Other non-cash charges   | 51,566                | -                     | 55,027                | -                     |
|  | (81,882)              | 14,074                | 464,193               | (90,043)              |
| Net changes in non-cash working capital balances:                        |                       |                       |                       | -                     |
| Trade and other receivables  | (64,422)              | (604,896)             | (1,180,441)           | (638,240)             |
| Prepaid expenses and sundry assets                                       | (1,654,431)           | 15,919                | (1,856,773)           | (14,081)              |
| Accounts payable and accrued liabilities                                 | 385,532               | (10,900)              | 138,040               | (29,300)              |
| Deferred revenue and customers' deposits                                 | 1,235,690             | -                     | 1,616,893             | -                     |
| HST Recoverable  | (285)                 | -                     | (25,082)              | -                     |
| Foreign withholding and taxes payable                                    | (244,705)             | -                     | (5,098)               | -                     |
| Provision  | -                     | -                     | (85,000)              | -                     |
|  | (424,503)             | (585,803)             | (933,268)             | (771,664)             |
| <b>Investing</b>   |                       |                       |                       |                       |
| Property and other equipment acquired                                    | (54,257)              | -                     | (268,842)             | -                     |
| Investment in projects   | 352,330               | -                     | -                     | -                     |
| Proceeds from sale, net of purchases, of short-term investments          | (810,589)             | 489,939               | (645,950)             | 582,423               |
| Long-term loans collected  | 1,782,560             | -                     | 1,951,105             | -                     |
| Intangible assets acquired   | (138,559)             | -                     | (959,828)             | -                     |
| Proceeds from disposal of leasehold deposits                             | (83,623)              | -                     | 14,436                | -                     |
| Cash acquired from subsidiary  | -                     | -                     | 316,919               | -                     |
|  | 1,047,862             | 489,939               | 407,840               | 582,423               |
| <b>Financing activities</b>  |                       |                       |                       |                       |
| Proceeds from short-term loans, net of repayment                         | (123,610)             | -                     | 206,438               | -                     |
| Proceeds from film obligation and production loan                        | 2,156,174             | -                     | 2,376,380             | -                     |
| Proceeds from new shares issued  | 9,080                 | -                     | 4,146,580             | -                     |
|  | 2,041,644             | -                     | 6,729,398             | -                     |
| Increase (decrease) in cash position during the period                   | 2,665,003             | (95,864)              | 6,203,970             | (189,241)             |
| Cash and cash equivalents, beginning of period                           | 4,595,170             | 99,577                | 1,056,203             | 192,954               |
| Cash and cash equivalents, end of period                                 | \$ 7,260,173          | \$ 3,713              | \$7,260,173           | \$ 3,713              |

The accompanying notes form an integral part of these financial statements



## **1. INCORPORATION AND NATURE OF OPERATIONS**

Spackman Equities Group Inc. (the "Company" or "SEGI") formerly Centiva Capital Inc. ("Centiva") is a Canadian public company incorporated in 2006. Its shares are publicly traded on the TSX Venture Exchange under the symbol "SQG". The registered head office is located at Royal Bank Plaza, South Tower, Suite 3800, 200 Bay Street, Toronto, Ontario, M5J 2Z4, Canada.

The Company's business consists of (i) the production and distribution of theatrical motion pictures through its subsidiaries Opus Pictures Co. Ltd. and Zip Cinema Co. Ltd. and (ii) identifying and investing into or acquiring small/medium-sized growth companies. The Company focuses on investing into or acquiring growth companies in Asia (principally in Korea and China).

## **2. BASIS OF PREPARATION**

### **(a) Statement of compliance**

These consolidated financial statements have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34"), as issued by the International Accounting Standards Board ("IASB") and therefore, do not contain all disclosures required by International Financial Report Standards ("IFRS") for annual financial statements. Accordingly, these unaudited consolidated financial statements should be read in conjunction with the Company's most recently prepared audited annual financial statements for the fiscal year ended December 31, 2011.

These consolidated financial statements were authorized for issuance by the Board of Directors of the Company on November 23, 2012.

### **(b) Basis of measurement**

These financial statements have been prepared on the historical cost convention, except for certain financial instruments that have been measured at fair value. The Company's functional currency is expressed in Canadian dollars.

### **(c) Basis of consolidation**

These condensed consolidated unaudited interim financial statements include the accounts of the Company and its subsidiaries. A subsidiary is an entity in which the Company has control, directly or indirectly, where control is defined as the power to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. All material intercompany transactions and balances have been eliminated on consolidation.

Details of the Company's subsidiaries at September 30, 2012 are as follows:

- (i) Registered Name: Spackman Entertainment Group Limited  
Percent of Equity Interest: 55%  
Principal Business Activity: Holding company for film production and entertainment businesses
- (ii) Registered Name: Spackman Equities Limited  
Percent of Equity Interest: 100%  
Principal Business Activity: Investments

**SPACKMAN EQUITIES GROUP INC.**  
**Notes to the condensed consolidated financial statements**  
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**(Unaudited)**  
(In Canadian Dollars)

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(iii) Registered Name: Spackman Entertainment Korea Inc.  
Percent of Equity Interest: 100%  
Principal Business Activities: Film and entertainment investments

(iv) Registered Name: SEGI Investment Limited  
Percentage of Equity Interest: 100%  
Principal Business Activity: Investments

**(d) Critical accounting estimates, judgment and assumptions**

The preparation of the unaudited interim period condensed consolidated financial statements in accordance with IFRS requires management to make estimates, judgments and assumptions in applying the Company's accounting policies, which have an effect on the reported amounts and disclosures made in the unaudited interim period condensed consolidated financial statements and accompanying notes. Management continually evaluates these estimates, judgments and assumptions on a periodic basis. These estimates, judgments and assumptions are based on management's historical experience, best knowledge of current events and conditions and other factors that are believed to be reasonable under the circumstances.

Material estimates and assumptions are made with respect to establishing the valuation of acquired assets, goodwill, intangible assets, financial instruments, depreciation and amortization, impairment of intangible assets and other non-financial assets, and the parameters used in the measurement of post-employment and other long term employee benefits. These estimations depend upon subjective or complex judgments about matters that may be uncertain, and changes in those estimates could materially impact the unaudited interim period condensed consolidated financial statements. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates.

**3. SIGNIFICANT ACCOUNTING POLICIES**

**(a) Foreign exchange – foreign operations**

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Canadian dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Canadian dollars and exchange rates at the dates of the transaction.

Foreign currency differences are recognized in other comprehensive income in the cumulative translation account.

**(b) Intangible assets**

(i) Product inventory is carried at cost less accumulated amortization. The carrying amount represents the unamortized costs of completed films which have been produced by the Company or for which the Company has acquired distribution rights, films in progress and development. Costs capitalized to intangible assets include production costs, production overhead, development costs, and acquired production costs. Capitalized costs are amortized over their estimated useful lives. The carrying amount is stated at the lower of cost of cost less accumulated amortization or fair value at the balance sheet date. Management reviews the product inventory on a periodic basis for impairment.

(ii) Publication rights are carried at cost and are not amortized until filming begins.

**(c) Defined benefit plan**

A defined benefit plan is a post-employment benefit plan that is not a deferred contribution plan. The Company's net obligation in respect of deferred benefit pension plans is calculated separately for each plan by estimating the amount of the future benefit that employees have earned in return for their service in the current and prior period. The liability recognized in the statement of financial position in respect of the defined benefit pension plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, together with adjustments for unrecognized past-service costs. The defined benefit liability is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is discounted using the yield rate on high-quality corporate bonds that have terms of maturity approximating the terms of the related pension liability. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Past-service costs are recognized in the income statement over the vesting periods.

**(d) Revenues**

(i) Production of feature films income

Revenue from the release of theatrical feature films is recognized at the time of exhibition based on participation in box office receipts. Revenue from the sale of DVDs in the retail market, net of an estimate for returns and other allowances, is recognized on the later of receipt by the customer or availability for sale to the customer. Under revenue sharing arrangements, rental revenue is recognized when the Company is entitled to receipts and the amount of receipts is determinable. Revenues from television licensing are recognized when the feature film is available to the licensee for telecast. For television licenses that include separate availability "windows" within the licence period, revenue is allocated over the "windows" period. Revenue from international sales is recognized when access to the feature film has been granted or delivery has occurred, as required under the sales contract, and the right to exploit the feature film or television program contractual rights has commenced.

(ii) Royalty income

Royalty income is recognized on an accrual basis in accordance with the substance of the relevant agreements.

**(e) Goodwill**

Goodwill is initially measured as described in the Company's significant accounting policies regarding business combinations. Goodwill impairment tests are performed annually or more frequently if events or changes in circumstances indicate a potential impairment. Impairment losses reduce the carrying value of goodwill and are recognized as expenses in current operations. Impairment losses on goodwill are not reversed.

Goodwill is recognized as the fair value of the consideration transferred less the fair value of the net identifiable assets acquired and liabilities assumed at the time of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses.

**(f) New Accounting Standards**

Deferred Taxes – Recovery of Underlying Assets

The IASB issued an amendment to IAS 12, "Income Taxes" ("IAS 12 amendment"), which introduces an exception to the general measurement requirements of IAS 12 in respect of investment properties measured at fair value. The IAS 12 amendment is effective for annual periods beginning on or after January 1, 2012. The IAS 12 amendment did not have an impact on the Company's results of operations, financial position or disclosures.

**SPACKMAN EQUITIES GROUP INC.**  
**Notes to the condensed consolidated financial statements**  
**September 30, 2012 and September 30, 2011**  
**(Unaudited)**  
(In Canadian Dollars)

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**(g) New Standards and Interpretations not yet adopted**

A number of new standards, amendments to standards and interpretations have been issued but are not yet effective for the financial year ending December 31, 2012 and, accordingly, have not been applied in preparing these condensed consolidated unaudited interim financial statements:

(i) Post-Employment Benefits

The IASB has issued amendments to IAS 19, “Employee Benefits” (“IAS 19”), which eliminates the option to defer the recognition of actuarial gains and losses through the “corridor” approach, revises the presentation of changes in assets and liabilities arising from defined benefit plans and enhances the disclosures for defined benefit plans. IAS 19 is effective for annual periods beginning on or after January 1, 2013 and must be applied retrospectively. The Company is assessing the impact of IAS 19 on its results of operations, financial position and disclosures.

**4. BUSINESS ACQUISITION**

On January 10, 2012 the Company acquired 5,500 common shares of Team Vision International Limited (“TVIL”) representing 55% of the issued and outstanding TVIL common shares in exchange for an aggregate consideration of \$4,571,325 consisting of 30,475,500 common shares at a deemed price of \$0.15 per share. The purpose of the business combination was to increase the Company’s holdings to obtain control of Opus Pictures Co. Ltd. (“Opus”) and Zip Cinema Co. Ltd. (“Zip”) which are engaged in the production and distribution of theatrical motion pictures in the Republic of Korea and international markets (individually “Korean Subsidiary” and collectively “Korean Subsidiaries”). At December 31, 2011 and September 30, 2012 the Company held 7% of the common shares of Opus and 7% of the common shares of Zip through its 100% owned subsidiary Gold China Technologies Limited. TVIL holds 93% of the common shares of Opus and 93% of the common shares of Zip. Following the business combination, the Company’s total direct and indirect holdings of Opus and Zip are 58.15% of the common shares of Opus and 58.15% of the common shares of Zip.

On March 9, 2012 Gold China Technologies Limited changed its name to Spackman Equities Limited. On March 12, 2012 Team Vision International Limited changed its name to Spackman Entertainment Group Limited.

At September 30, 2012 the accounting for the business combination is incomplete. Provisional amounts have been recorded based on the Company’s best estimates using information available at September 30, 2012. Analysis of the fair value of the net assets and the identification of gains and losses relating to the transaction is not complete. The Company anticipates that the accounting for the business combination will be completed before December 31, 2012.

Based on provisional amounts, the purchase consideration of \$4,571,325 has been recorded as follows:

|                                     | January 10, 2012    |
|-------------------------------------|---------------------|
| Net identifiable assets acquired    | \$ 2,739,106        |
| Non-controlling interest            | (1,146,316)         |
| Previous investment in Zip and Opus | (700,000)           |
| Goodwill                            | 3,678,535           |
|                                     | <u>\$ 4,571,325</u> |

**SPACKMAN EQUITIES GROUP INC.**  
**Notes to the condensed consolidated financial statements**  
**September 30, 2012 and September 30, 2011**  
**(Unaudited)**  
(In Canadian Dollars)

**5. PROPERTY AND EQUIPMENT**

The Company's property plant and equipment consist of the following:

|                    | Sept. 30,<br>2012 |                             |                   | Sept. 30,<br>2011 |                             |                   |
|--------------------|-------------------|-----------------------------|-------------------|-------------------|-----------------------------|-------------------|
|                    | Cost              | Accumulated<br>amortization | Net book<br>value | Cost              | Accumulated<br>amortization | Net book<br>value |
| Computer equipment | \$ 501            | \$ 83                       | \$ 418            | \$ 7,581          | \$ 4,781                    | \$ 2,800          |
| Vehicle            | 71,310            | 47,369                      | 23,941            | -                 | -                           | -                 |
| Equipment          | 123,230           | 113,019                     | 10,211            | -                 | -                           | -                 |
| Facilities         | 350,428           | 161,680                     | 188,748           | -                 | -                           | -                 |
|                    | \$ 545,469        | \$ 322,151                  | \$ 223,318        | \$ 7,581          | \$ 4,781                    | \$ 2,800          |

**6. INTANGIBLE ASSETS**

The Company's intangible assets consist of the following:

|                   | September 30,<br>2012 | September 30,<br>2011 |
|-------------------|-----------------------|-----------------------|
|                   | Carrying value        | Carrying value        |
| Software          | \$ 2,134              | \$ -                  |
| Product Inventory | 2,142,614             | -                     |
| Libraries         | 26,299                | -                     |
|                   | \$ 2,171,047          | \$ -                  |

For the reasons described in Note 4, intangible assets are recorded at provisional amounts based on the Company's best estimates using the information available at September 30, 2012.

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**7. LOANS PAYABLE**

The Company has the following loans payable:

|                                      | Interest Rate | Maturity date    | September 30,<br>2012 | September 30,<br>2011 |
|--------------------------------------|---------------|------------------|-----------------------|-----------------------|
| Non-interest bearing:                |               |                  |                       |                       |
| Amount owing to related party        | Nil           | Not specified    | \$ 161,170            | \$ -                  |
| Film Obligation and Production loans | Nil           | Not specified    | 3,393,804             | -                     |
|                                      |               |                  | \$ 3,554,974          | \$ -                  |
| Interest bearing:                    |               |                  |                       |                       |
| Shinhan Bank                         | 6.25%         | June 1, 2013     | \$ 132,359            | \$ -                  |
| Woori Bank                           | Prime + 2.46% | February 8, 2013 | 350,570               | -                     |
| Korea Credit Guaranteed Fund         | Prime + 2.77% | April 29, 2013   | 262,927               | -                     |
|                                      |               |                  | \$ 745,856            | \$ -                  |
|                                      |               |                  | \$ 4,300,830          | \$ -                  |

All loans are initially recorded in South Korean Won. Interest bearing loans are measured at amortized cost. Both interest bearing and non-interest bearing loans are unsecured.

**8. DEFINED BENEFITS LIABILITIES**

The Company has both a defined benefit plan for key management and a defined contribution plan for employees. During the period, Company changed the defined benefit plan to defined contribution plan for some key management. The unpaid remaining balance for these individuals has been transferred to Long Term Payables.

|                                       | September 30, 2012 | September 30, 2011 |
|---------------------------------------|--------------------|--------------------|
| Long Term Liabilities                 | \$ 286,069         | \$ -               |
| Present value of defined benefit plan | \$ 90,074          | \$ -               |

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**9. SHARE CAPITAL**

a) Authorized

An unlimited number of common shares

(b) Issued and outstanding

|  | September 30, 2012            |               | September 30, 2011            |             |
|--|-------------------------------|---------------|-------------------------------|-------------|
|  | Number of<br>common<br>shares | Amount        | Number of<br>common<br>shares | Amount      |
| Beginning balance                              | 78,576,632                    | \$ 3,966,772  | 16,856,632                    | \$3,514,327 |
| Shares issued on business acquisition (Note 4) | 30,475,500                    | 4,571,325     | -                             | -           |
| New shares issued                              | 39,777,051                    | 4,146,580     | -                             | -           |
| Ending balance                                 | 148,647,583                   | \$ 12,684,677 | 16,856,632                    | \$3,514,327 |

**10. INCOME (LOSS) PER SHARE**

Income (loss) per share is calculated by dividing the net income (loss) per financial statements by the weighted average number of common shares outstanding during the period. The effect of stock options was anti-dilutive and, hence, the diluted income (loss) per share equals basic income (loss) per share.

**11. SEGMENT AND GEOGRAPHIC INFORMATION**

The Company has two operating segments: (1) theatrical motion pictures and (2) management of investments. These two operating segments operate in two geographic locations: Korea and Canada. The strategic business units offer different products and strategies and are managed separately because they require different operating and management strategies. Segments results and assets include items directly attributable to a segment as well as items that can be allocated on a reasonable basis. The management evaluates segment performance on the basis of operating results on a periodic basis.

Geographic allocation:

|                              | September 30, 2012 |              |              | September 30, 2011 |       |            |
|------------------------------|--------------------|--------------|--------------|--------------------|-------|------------|
|                              | Canada             | Korea        | Total        | Canada             | Korea | Total      |
| Revenue                      | \$ 60,838          | \$ 3,793,046 | \$ 3,853,884 | \$ 366,597         | \$ -  | \$ 366,597 |
| Net income (loss) by segment | (460,557)          | 755,485      | 294,928      | (395,367)          | -     | (395,367)  |
| Non-current assets           | 1,698,391          | 6,483,000    | 8,181,391    | 1,860,140          | -     | 1,860,140  |

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Segment allocation:

|  | September 30, 2012 |             | September 30, 2011 |              |
|--|--------------------|-------------|--------------------|--------------|
|  | Motion Pictures    | Investments | Motion Pictures    | Investments  |
| Sales revenue                                    | \$ 3,736,214       | \$ -        | \$ -               | \$ 453,949   |
| Cost of sales                                    | (1,888,003)        | -           | -                  | -            |
| Gross profit margin                              | 1,848,211          | -           | -                  | 453,949      |
| Selling, general and administrative              | (957,020)          | -           | -                  | (555,537)    |
| Earnings before interest, taxes and depreciation | 891,191            | -           | -                  | (101,588)    |
| Investment income                                | 45,190             | 11,718      | -                  | 11,545       |
| Financing costs                                  | (34,608)           | (22,566)    | -                  | -            |
| Depreciation and amortization                    | (117,602)          | -           | -                  | (1,895)      |
| Impairment loss                                  | -                  | -           | -                  | -            |
| Realized income (loss) of marketable securities  | -                  | (3,675)     | -                  | (204,532)    |
| Unrealized gain (loss) on marketable securities  | (21,109)           | 1,937       | -                  | (98,897)     |
|  | (128,129)          | (12,586)    | -                  | (293,779)    |
| Reportable segment income (loss) before taxes    | \$ 763,062         | \$ (12,586) | \$ -               | \$ (395,367) |

Reconciliation:

|                                  | September 30, 2012 | September 30, 2011 |
|----------------------------------|--------------------|--------------------|
| Motion Pictures                  | \$ 763,062         | \$ -               |
| Investments                      | (12,586)           | (395,367)          |
| Other corporate expenses         | (457,548)          | -                  |
| Net income (loss) for the period | \$ 292,928         | \$ (395,367)       |

## 12. COMMITMENTS AND CONTINGENCIES

The Korean Subsidiaries commonly enter into contractual commitments regarding the production, investment and distribution of theatrical motion pictures. As at September 30, 2012, such contractual commitments were as follows:

(a) On March 28, 2011, a Korean Subsidiary has entered into a production, investment and distribution agreement with CJ E&M relating to the film "Howling." According to this agreement, CJ E&M and the Korean Subsidiary will bear 70%-85% and 15%-30% of the total production costs, respectively. All returns on investment will be shared in a 4:6 ratio between the Korean Subsidiary and CJ E&M.



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(b) In 2011, a Korean Subsidiary has entered into an investment and distribution agreement with Company SS (Distributor) relating to "Sadako 3D" and will distribute any profit according to the agreement.

(c) On September 30, 2011 a Korean Subsidiary also entered into an investment and profit sharing agreement relating to a production of a film named "All About My Wife" with Soo Film (Production Company) and United Pictures Co. (Sponsor Company). United Pictures Co. will bear the total production costs and will get 60% of the profits. The remainder will be shared by the Korean Subsidiary and the production company.

(d) On November 18, 2011, a Korean Subsidiary has entered into a distribution agreement with Rainbow Media & Entertainment ("Rainbow") as distributor relating to the film "Howling". The term of the license is 7 years with a minimum guarantee of US \$40,000 and a percentage of sales from Rainbow.

(e) On January 26, 2012, a Korean Subsidiary entered into distribution agreement with GEM entertainment Kft relating to the film "Now is Good". The term of the license is 8 years. The Korean Subsidiary paid US \$135,000 for the distribution rights plus a further amount when the box-office receipts reach a certain minimum.

(f) On February 2, 2012, a Korean Subsidiary entered into a distribution agreement with Kadodawa Shoten Co., Ltd. relating to distribution of "Sadako 3D" and the "Ring" series. According to this agreement, the Korean Subsidiary paid an annual minimum guarantee for "Sadako 3D" and the "Ring" series. In addition, the Korean Subsidiary is required to pay Kadokawa Shoten Co., Ltd. a certain percentage of sales per platform as agreed.

(g) On February 22, 2012, a Korean Subsidiary entered into a contents license agreement with KT Hitel Co. relating to the "Ring" series. According to this agreement, the Korean Subsidiary will receive a minimum guarantee and the agreed percentage of sales per platform for KT Hitel Co.

(h) On April 10, 2012, a Korean Subsidiary entered into a 10 years distribution agreement with Atrium Production Kft relating to the film "Howling" for a minimum guarantee of US \$98,000 plus a percentage of sales.

(i) On April 17, 2012, a Korean Subsidiary entered into a 5 year distribution agreement with KT hitel Co. as distributor related to the film "Now is Good" and "388 Arietta Avenue". The Korean subsidiary will receive minimum guarantee of KRW 100,000,000 and KRW 30,000,000 for the respective film plus an agreed percentage of sales.

(j) On May 11, 2012, a Korean Subsidiary entered into a 5 year distribution agreement with KT hitel Co. relating to the theater and video edition of the film "Zuon" series. According to the agreement, the Korean Subsidiary will receive a minimum guarantee of KRW 20,000,000 and KRW 10,000,000 respectively plus an agreed percentage of the sales.

(k) On June 11, 2012, a Korean Subsidiary entered into a 4 year Home-video distribution agreement with Art-Service Co. related to the film "Now is Good". The Korean Subsidiary will receive a minimum guarantee of KRW 3,300,000 and an agreed percentage of the sales

(l) On July 12, 2012, a Korean Subsidiary entered into distribution agreement with KT hitel Co. relating to series "One Missed Called". The term of the agreement is 5 years and the Korean Subsidiary will receive minimum guarantee of KRW 20,000,000 and an agreed percentage of the sales.

(m) On July 13, 2012, a Korean Subsidiary entered into distribution agreement with KT hitel Co. relating to the series "Dark Water". The term is for 5 years and the Korean Subsidiary will receive minimum guarantee of KRW 10,000,000 and an agreed percentage of sales.

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(n) On September 18, 2012, a Korean Subsidiary entered into distribution agreement with Orion Cinema Network relating to film “Gamsi”. The term is for 5 years and the Korean Subsidiary will receive minimum guarantee of KRW 800,000,000 and an agreed percentage of sales.

### **13. SUBSEQUENT EVENTS**

(a) On October 5, 2012, Spackman Equities Group Inc. entered into a Confirmation of Leasing Agreement for the leasing of a new office space in Hong Kong. The term is for 3 years starting November 2012 at a minimum monthly rent of HK\$101,745 (Cdn \$12,900).

(b) On October 11, 2012, Spackman Entertainment Korea Inc. (“SEKI”), a wholly-owned Korean subsidiary of the Company, invested KRW 160,000,000 (Cdn \$140,600), by way of a subscription of shares at KRW 5,000 per share, into Upper West Inc., a company formed and wholly-owned by SEKI to develop and operate a movie-themed café/restaurant in Korea. On October 18, 2012, SEKI invested another KRW 140,000,000 (Cdn \$124,700) into Upper West Inc., by way of a subscription of shares at KRW 5,000 per share, to further fund the development of the café/restaurant project. Upper West Inc. may seek to raise additional capital from other investors in the future.

(c) On October 30, 2012, the Company and SEGI Investments Limited (“SIL”) submitted a filing with the Financial Supervisory Service of Korea disclosing that they, as related parties, purchased a total of 306,529 shares, or 5.07%, of Cheongbo Industrial Co., Ltd., a Korean auto parts manufacturer listed on the KOSDAQ, with the Company owning 110,943 shares and SIL owning 195,586 shares. Total investment amount, at the time of disclosure, were KRW 734,182,310 (Cdn \$671,600). Subsequently, on November 20, 2012, SEGI and SIL submitted another filing with the FSS disclosing that they have increased their ownership in Cheongbo to 367,586 shares, or 6.08%, with SEGI owning 168,000 shares and SIL owning 199,586 shares. Total investment amount, at the time of this second disclosure, was KRW 905,395,433 (Cdn \$833,700). All shares of Cheongbo purchased by SEGI and SIL were purchased on the open market.