

Security Class

Holder Account Number

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Form of Proxy - Annual and Special Meeting to be held on September 23, 2011

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. **Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 am, Eastern Daylight Time, on September 21, 2011.



Appointment of Proxyholder

I/We, being holder(s) of Centiva Capital Inc. hereby appoint: John D. Pennal, or failing him Pierre Soulard

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the annual and special meeting (the "Meeting") of shareholders (the "Shareholders") of Centiva Capital Inc. (the "Corporation") to be held at the offices of Norton Rose OR LLP, Suite 3800, Royal Bank Plaza, South Tower, 200 Bay Street, Toronto, Ontario, M5J 2Z4 on September 23, 2011 at 10:00 am (Toronto time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Withhold**

1. Election of Directors

The nominees proposed by Management are: Brian Hemming, Richard Lee, Martin A. Mohabeer, John D. Pennal and Charles Spackman

Vote FOR or WITHHOLD for all nominees proposed by Management

For **Withhold**

2. Appointment of Auditors

Appointment of Rich Rotstein LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

For **Against**

3. Plan of Arrangement

The special resolution approving the Plan of Arrangement involving the Corporation and Ayleen Capital Inc. pursuant to section 192 of the *Canada Business Corporations Act*, the full text of which is set forth in Appendix "A" of the Information Circular dated August 26, 2011 (the "Information Circular").

For **Against**

4. Stock Option Plan

The ordinary resolution approving amendments to the stock option plan, the full text of which is set forth in Appendix "B" to the Information Circular.

Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive interim financial statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.



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