FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 - Name and Address of Company

SPVC Capital Corporation (the "**Corporation**")
Box 32024
Saskatoon, SK
S7N 4N3

ITEM 2 - Date of Material Change

July 7, 2010

ITEM 3 - News Release

July 7, 2010, a news release from the Corporation was issued from Saskatoon, SK to the media. A copy of the release was filed on SEDAR on July 7, 2010.

ITEM 4 - Summary of Material Change

The Corporation today announced that the contemplated qualifying transaction with Pro-Trans Ventures Inc. ("Pro-Trans"), which was announced on May 28, 2010, has been terminated as a result of an inability to meet a material condition of the transaction. The Corporation anticipates that it will be delisted from the TSX Venture Exchange (the "Exchange") on or about July 9, 2010 for failure to complete a qualifying transaction within the time limit prescribed by the Exchange.

ITEM 5 - Full Description of Material Change

The Corporation today announced that the contemplated qualifying transaction with Pro-Trans, which was announced on May 28, 2010, has been terminated as a result of an inability to meet a material condition of the transaction.

The Corporation anticipates that it will be delisted from the Exchange on or about July 9, 2010 for failure to complete a qualifying transaction within the time limit prescribed by the Exchange. The Corporation will take the necessary steps to wind-up and distribute the remaining cash to its shareholders as soon as reasonably possible.

ITEM 6 - Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

ITEM 7 - Omitted Information

No information has been omitted on the basis that it is confidential.

ITEM 8 – Executive Officer:

Charles Lepage
Box 32024
Saskatoon, SK
S7S 1N8
Telephone: (306) 291-4555

ITEM 9 - Date of Report

July 7, 2010.