

**Form 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

*State the full name of your company and the address of its principal office in Canada.*

Cytiva Software Inc. (the “Issuer”)  
#800 – 850 West Hastings Street  
Vancouver, BC, V6C 1E1

**Item 2: Date of Material Change**

*State the date of the Material Change.*

August 27, 2009

**Item 3: News Release**

*State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.*

The news release dated August 27, 2009 was disseminated via filing with Filing Services Canada.

**Item 4: Summary of Material Change**

*Provide a brief but accurate summary of the nature and substance of the material change.*

The Issuer has sold and issued a Convertible Secured Debenture to and signed Nomination Rights and Equity Participation Agreements with Pender Growth Fund (VCC) Inc.

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

*Supplement the summary required under Item 4 with the disclosure that should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.*

Please see the attached news release.

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

*If the report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.*

*Instruction:*

*For continuing obligations regarding reports filed under this subsection, refer to section 75 (4) of the Securities Act (Ontario) and Part 3.4 of the SEDAR Filer Manual.*

N/A

**Item 7: Omitted Information**

*State whether any information has been omitted on this basis that it is confidential information.*

N/A

**Item 8: Executive Officer**

*Give the name and business telephone number of a senior officer of your company who is knowledgeable about the material change and the report or an officer through whom such executive officer may be contacted.*

To obtain any further information contact Jason Moreau, the President of the Issuer, at 888-765-4672.

**Item 9: Date of Report**

Dated this 1<sup>st</sup> day of September, 2009.

CYTIVA SOFTWARE INC.

Suite 800, 850 West Hastings Street  
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V6C 1E1  
Tel: 510-295-4215 Fax: 604-357-3793  
TSX. V: CRX

## Cytiva Software closes \$750,000 financing

### NEWS RELEASE

Mr. Moreau Reports:

August 28, 2009 - Vancouver, British Columbia. Cytiva Software Inc. ("Cytiva") (CRX: TSX:V), is pleased to announce the Closing of its previously announced financing transaction with Pender Growth Fund (VCC) Inc. (the "Fund") via the sale and issuance to the Fund of a 7% Convertible Secured Debenture (the "Debenture") in the aggregate principal amount of \$750,000 and 400,000 common share purchase warrants (the "Warrants").

Each Warrant entitles the Fund to acquire one common share of Cytiva at a price of \$0.225 per common share for a period beginning on October 6, 2009 and ending three years from the date of Closing.

The Debenture provides that Cytiva must pay interest on the principal amount of the Debenture at a rate of 7% per year, payable in full on October 5, 2009. If Cytiva has not repaid the Debenture in full by 4:00 p.m. PST on October 5, 2009, the principal amount of the Debenture will be automatically converted into an aggregate of 3,333,333 Series 1, 7% Retractable Voting Preferred Shares of the Company (the "Series 1 Shares") and 3,000,000 common share purchase warrants exercisable into common shares of Cytiva (the "Conversion Warrants"). The Series 1 Shares may be converted one a 1-to-1 basis into common shares of Cytiva at the election of a holder of Series 1 Shares or, under certain circumstances, at the election of Cytiva after at least 2 years have passed since the issuance of Series 1 Shares. Each of the Conversion Warrants entitles the Fund to acquire one common share of Cytiva at a price of \$0.40 per common share until August 27, 2012.

The Warrants issued with the Debenture shall expire and be of no further force and effect if the Debenture is automatically converted into the Series 1 Shares and Conversion Warrants.

Cytiva's obligations under the Debenture are secured by a General Security Agreement over the assets of Cytiva. Additionally, Cytiva has agreed that the Fund shall have the right to nominate at least one of the directors of Cytiva or otherwise have observers at meetings of the Board of Directors pursuant to the terms of a Nomination Rights Agreement and the right to participate pro rata in future financings of Cytiva for a period of 2 years from Closing under an Equity Participation Agreement.

The net proceeds from the financing will be used by Cytiva for working capital, provided the funds are used in compliance with section 12 of the Small Business Venture Capital Act (British Columbia).

#### About Cytiva

Cytiva provides innovative on-demand talent management software and services to mid-sized and Fortune 500 companies. Its flagship recruiting software product, SonicRecruit, allows corporations to screen applicants, automate recruiting departments, customize corporate career sites and hire great people. This premier applicant tracking system improves recruiting effectiveness speeding up the hiring process and reducing cost per hire. Cytiva's SonicPerform employee performance management system automates employee evaluations, aligns employees around key goals and encourages year round feedback. For more information, visit [www.sonicrecruit.com](http://www.sonicrecruit.com).

Cytiva Software Inc

Jason Moreau  
President

For further information please contact:

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Jason Moreau, President  
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Facsimile: 208-575-4981

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