

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

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

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

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

March 29, 2011 and April 1, 2011.

**Item 3. News Releases:**

Press releases dated March 30, 2011 and April 1, 2011 were disseminated via Filing Services Canada.

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

On March 30, 2011, the Company announced that holders of the Company’s common shares and preferred shares (the “Shareholders”) represented in person or by proxy voted 100% in favour of the previously-announced arrangement (the “**Arrangement**”) pursuant to section 288 of the *Business Corporations Act* (British Columbia) at a special meeting of the shareholders held on March 29, 2011 in connection with which Taleo Corporation would acquire all of the issued and outstanding common and preferred shares of the Company for C\$0.42 cash per share (the “**Consideration**”) and all of the unexercised options and warrants outstanding at the time of the completion of the Arrangement would be cancelled in return for a cash payment in respect of each option and warrant equal to the amount by which the Consideration exceeds the exercise price of the option or warrant (less applicable withholding tax).

On April 1, 2011, the Company announced the completion of the Arrangement.

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

Please see the press releases attached as Schedules “A” and “B”.

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

This report is not being filed on a confidential basis.

**Item 7. Omitted Information:**

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

**Item 8. Executive Officer:**

To obtain further information, contact Jonathan Faddis, Vice President and Corporate Secretary of the Company, at 925-452-3000.

**Item 9. Date of Report:**

April 4, 2011

## **Cytiva Software Inc. Announces Voting Results**

**VANCOUVER BC – March 30, 2011** – Cytiva (“Cytiva” or the “Company”) (CRX on TSX-V) announced today that the holders of Cytiva common shares and preferred shares (collectively the “Shareholders”) represented in person or by proxy, voted 100% in favour of an arrangement pursuant to section 288 of the Business Corporations Act (British Columbia) at a special meeting of the Cytiva Shareholders held on March 29, 2011 on three separate votes.

Pursuant to the arrangement, as described in the Management Information Circular dated February 24, 2011, Taleo Corporation (NASDAQ: TLEO) will acquire all of the issued and outstanding common and preferred shares of Cytiva at a price of \$0.42 cash per share (the “Consideration”). All of the unexercised options and warrants outstanding at the time of the arrangement will be cancelled for a cash payment in respect of each option and warrant equal to the amount by which the Consideration exceeds the exercise price of the option or warrant (less applicable withholding tax). All amounts are in Canadian dollars.

Cytiva intends to apply for the final order made after application to the Supreme Court of British Columbia on March 31, 2011 and the transaction is expected to close on April 1, 2011. Immediately after closing the transaction, the common shares of the Company will be de-listed from the TSX Venture Exchange. In order to facilitate the prompt de-listing of the common shares, trading in the common shares has been halted pending closing of the transaction.

For more information on the subject of this news release, please contact:

Ian Alexander  
510-984-1986  
mediarelations@cytiva.com

Or see: [www.taleo.com](http://www.taleo.com) or [www.sonicrecruit.com](http://www.sonicrecruit.com)

### **About Taleo**

Taleo's (NASDAQ: TLEO) cloud-based talent management platform unites products and an ecosystem to drive business performance through talent intelligence. Nearly 20 million people, worldwide, use Taleo for talent acquisition, performance and compensation management, including 48 of the Fortune 100. Further, Taleo's Talent Grid cloud community harnesses the expertise of Taleo customers and more than 200 million candidates and 140 partners and industry experts.

### **About Cytiva Software**

Cytiva Software Inc. (CRX:TSX.V) 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 software automates employee

evaluations, aligns employees around key goals and encourages year round feedback. For more information, visit <http://www.cytiva.com>.

Neither the TSX Venture Exchange nor its regular services provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

### **Forward-looking Statements**

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements include statements regarding the expected timing of the closing of the arrangement and de-listing of the common shares from the TSX Venture Exchange. These statements are subject to risks and uncertainties which are difficult to predict and assumptions which may prove to be inaccurate. Some of the factors which could cause results or events to differ materially from current expectations include but are not limited to the satisfaction of closing conditions to the acquisition, including receipt of regulatory and court approvals. Some of these factors are largely beyond the control of Cytiva. Should any factor impact Cytiva in an unexpected manner, or should assumptions underlying the forward-looking statements prove incorrect, the actual results or events may differ materially from the results or events predicted. All of the forward-looking statements made in this document are qualified by these cautionary statements, and there can be no assurance that the results or developments anticipated by Cytiva will be realized or, even if substantially realized, that they will have the expected consequences for Cytiva. Readers should not place undue reliance on any forward-looking statements. Further, Cytiva disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or any other occurrence.

**Media Contact:**

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925-452-3252  
[mrose@taleo.com](mailto:mrose@taleo.com)

## **Taleo Completes Cytiva Acquisition**

**Dublin, CA – April 1, 2011** –Taleo Corporation (NASDAQ: TLEO), the leading provider of on-demand talent management solutions, today announced that it has completed its acquisition of Cytiva (TSX-V: CRX), a leading mid-market provider of on-demand recruiting software solutions, for approximately \$11 million Canadian dollars in cash.

For more information visit: [www.taleo.com](http://www.taleo.com)

### **About Taleo**

Taleo's (NASDAQ: TLEO) cloud-based talent management platform unites products and an ecosystem to drive business performance through talent intelligence. Over 5,000 customers use Taleo for talent acquisition, performance, learning and compensation management, including 47 of the Fortune 100. Further, Taleo's Talent Grid cloud community harnesses the expertise of Taleo customers, more than 200 million candidates to date, and 140 partners and industry experts.

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