

BC FORM 53-901F

**MATERIAL CHANGE REPORT UNDER SECTION 85 (1)
OF THE SECURITIES ACT (BRITISH COLUMBIA)**

Item 1 – Reporting Issuer

Rutter Technologies Inc., 1155 University Street, Suite 606, Montreal, Quebec, H3B 3A7.

Item 2 – Date of Material Change

January 28, 2003.

Item 3 – News Release

The press release was issued on January 30, 2003.

Item 4 – Summary of Material Change

Acquisition of Sigma Engineering Limited (“Sigma”).

Item 5 – Full Description of Material Change

Pursuant to a letter of intent dated January 28, 2003, Rutter has agreed to acquire all the issued and outstanding shares of Sigma in consideration of a purchase price of \$1,534,000, payable in the form of \$806,000 cash and \$728,000 in Rutter common shares to be issued at the price of \$0.56 per share. Sigma currently owns 14% of the outstanding common shares of Rutter. Rutter will acquire the Sigma shares from 5262 West Limited, a company wholly owned by Joseph Ryan, a director of Rutter. The transaction is subject to regulatory approvals.

Item 6 – Reliance on Section 85 (2) of the Act

Non applicable.

Item 7 – Omitted information

Non applicable.

Item 8 – Senior officer

Mr. Clarence J. Dwyer, Vice President Corporate Affairs, telephone: (709) 368-4213.

Item 9 – Statement of senior officer

The foregoing accurately discloses the material change referred to in this report.

Montreal, January 30, 2003

(s) Clarence J. Dwyer

**Clarence J. Dwyer,
Vice President Corporate Affairs**