

FORM 45-102F2

CERTIFICATE UNDER SUBSECTION 2.7(3) OF MULTILATERAL INSTRUMENT 45-102, RESALE OF SECURITIES

Rutter Technologies Inc. (“Rutter”) has distributed securities under a provision listed in Appendix D or E to Multilateral Instrument 45-102 or a provision of securities legislation that specifies that the first trade of the securities is subject to section 2.5 or 2.6 of Multilateral Instrument 45-102 and hereby certifies that in respect of a distribution on July 15, 2003, of 3,230,765 common shares and 323,076 broker’s warrants of Rutter, Rutter was a qualifying issuer within the meaning of Multilateral Instrument 45-102 – Resale of Securities at the distribution date.

DATED at Montreal, this 31st day of July, 2003

Rutter Technologies Inc.

Per: (s) Donald I. Clarke
Donald I. Clarke, Chairman and Chief Executive Officer