

FORM 27

MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)

Item 1 – Reporting Issuer

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

Item 2 – Date of Material Change

August 27, 2003.

Item 3 – News Release

The press release was issued on August 27, 2003.

Item 4 – Summary of Material Change

Acquisition of NewTech Instruments Limited (“NewTech”).

Item 5 – Full Description of Material Change

On July 10, 2003, Rutter Technologies Inc. announced that it has signed a letter of intent to purchase NewTech from AMI Offshore Ltd., a subsidiary of Aliant Telecom.

The acquisition has closed on August 27, 2003, in consideration for a purchase price of \$5,090,000 as follows: (a) \$3,000,000 cash on closing; and (b) \$2,090,000 payable in a non interest promissory note repayable over a period of 5 years.

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

Non applicable.

Item 7 – Omitted information

Non applicable.

Item 8 – Senior officer

Mr. Donald I. Clarke, Chairman and Chief Executive Officer, telephone: (514) 878-9880.

Item 9 – Statement of senior officer

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

Montreal, September 8, 2003

(s) Donald I. Clarke

**Donald I. Clarke,
Chairman and Chief Executive Officer**