RUTTER TECHNOLOGIES INC.

MATERIAL CHANGE REPORT

FORM 27 – FILED PURSUANT TO SECTION 75(2) OF THE *SECUTITIES ACT* (ONTARIO)
FORM 27 – FILED PURSUANT TO SECTION 146(1) OF THE *SECURITIES ACT* (ALBERTA)
FORM 53-901F (BC) – FILED PURSUANT TO 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 14, 2004

Item 3 – News Release

The press release was issued on January 14, 2004 in Montreal, Quebec

Item 4 – Summary of Material Change

Closing of a private placement totalling $6,000,000. The syndicate of Agents was co-led by McFarlane Gordon Inc. and Clarus Securities Inc., and was including Jones, Gable & Company Ltd. and Acumen Capital Finance Partners Limited.

Item 5 – Full Description of Material Change

On January 14, 2004, the Corporation announced the closing of a private placement of 3,636,364 units of the Corporation at a price of $1.65 per unit for aggregate gross proceeds of $6,000,000. Each unit is comprised of one common share and one-half (½) of one common share purchase warrant. Each whole common share purchase warrant entitles the holder to purchase one common share at a price of $2.10 for a period of eighteen (18) months after closing. The size of the offering was increased from $5,000,000 to $6,000,000 upon the exercise of the option granted to the agents comprising the syndicate, co-led by McFarlane Gordon Inc. and Clarus Securities Inc. and including Jones, Gable & Company Limited and Acumen Capital Finance Partners Limited.

Rutter has paid a commission of seven per cent (7%) of the gross proceeds of the offering. As additional compensation, the agents have also been issued compensation warrants exercisable to acquire an aggregate of 363,636 units. The agents' warrants are exercisable for a period of 18 months following the closing date at an exercise price of $1.65 per unit. No other fees or commissions were payable by Rutter Technologies in connection with the offering.

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, January 23rd, 2004

(s) Donald I. Clarke
Donald I. Clarke, Chairman and CEO