FORM 51-102F3

MATERIAL CHANGE REPORT

Pursuant to
Section 75(2) of the Securities Act (Ontario)
Section 85(1) of the Securities Act (British Columbia)
Section 146(1) of the Alberta Securities Act (Alberta)
Section 73 of the Securities Act (Quebec)
Section 76(2) of the Securities Act (Newfoundland)

Item 1 - Name and Address of Issuer:

Rutter Inc.
70 Brookfield Road
St. John's, Newfoundland and Labrador
A1E 3T9

Item 2 - Date of Material Change:

June 6, 2007

Item 3 – Press Releases:

The press releases attached hereto as Schedules “A” was disseminated over Filing Services in Canada on June 7, 2007.

Item 4 – Summary of Material Change:

On June 6, 2007 Mr. Ryan Hinz became the President and Chief Executive Officer of Rutter Engineering & Automation Inc. and Mr. Glenn Willar became its Chief Operating Officer.

Item 5 – Full Description of Material Change:

Rutter Inc. closed the acquisition of Hinz Automation on June 6, 2007 and as noted in the Rutter Inc. press release dated April 13, 2007, upon closing Mr. Ryan Hinz would become the President and Chief Executive Officer of Rutter Engineering & Automation inc. and Mr. Glenn Willar would become its Chief Operating Officer.

Item 6 – Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Executive Officer:

For further information, please contact:
Director, Investor Relations & Communications, Paul M. Snow (709) 368-3174

Item 9 – Date of Report:

June 15, 2007.

SCHEDULE "A"

RUTTER

Press Release

Rutter Inc.
70 Brookfield Road
St. John's, NL
Canada A1E 3T9

Rutter Closes Hinz Automation Acquisition and Associated Private Placement

St. John's, NL, Canada, June 7, 2007/CNW/ - Rutter Inc. (TSX: RUT) a global technology, engineering and automation enterprise, announced today that it has closed the private placement and all the associated transactions noted in its Press Releases dated April 13 and May 3, 2007 regarding the acquisition of Western Canada headquartered Hinz Automation (April 13, 2007- Rutter to Expand through Acquisition of Hinz Automation; May 3, 2007- Rutter Announces Majority Shareholder Approval for Hinz Acquisition and Closing Date for Private Placement).

"This acquisition enables us to merge two businesses with a shared vision to build a truly global, vendor-independent, automation enterprise," said Donald I. Clarke, Chairman and CEO of Rutter Inc. "Based on Hinz' 2006 audited revenues of $42.4 million and normalized EBITDA of $6.8 million, we expect this will be an accretive investment. The combined 2006 revenues for Rutter Inc. and Hinz are $116.7 million."

"Looking ahead to the integration of our engineering assets, we are especially excited by the obvious synergies in combining the two companies; the strength of the combined engineering management team; and by the expanded market opportunities available to us. Under the leadership of Ryan Hinz, President and CEO, and Glenn Willar, COO, Rutter Engineering & Automation (REA) now has a strong presence in all key North American markets (Eastern and Western Canada and the US). This North American presence combined with the Company's strength in Brazil substantially increases the Company's competitive position when bidding large international automation contracts," said Clarke.

Rutter closed the private placement at $12,112,286 or 18,634,286 units. Each unit was offered at $0.65 and was comprised of one common share and ½ warrant; each whole warrant entitling the holder to purchase one Rutter share at $0.80 for a period of 18 months from closing. The Company paid commissions and finders fees of $187,500 associated with the private placement. As was contemplated in the above noted May 3, 2007 Press Release, the Company did receive approval from a majority of disinterested shareholders to increase the percentage of insider participation in the private placement. Of the total units issued under the private placement, insiders subscribed to 6,922,796 units or 37.2% of the total units issued.

Immediately prior to closing, Rutter Inc. had 43,426,896 shares issued and outstanding (57,505,496 on a fully diluted basis). After closing the private placement and all other transactions as contemplated in the April 13, 2007 Release, the Company now has 76,676,567 shares issued and outstanding (94,124,310 on a fully diluted basis).

About Rutter Inc. – Rutter Inc. is a global enterprise focused on providing innovative, 21st century technologies and engineering solutions that improve the efficiency and safety of operating assets in marine, transportation, oil and gas and other industrial sectors. Key activities of the enterprise include technology development and marketing, outsource manufacturing of electronics and electronic subassemblies and automation and control systems engineering. For more information see www.rutter.ca.

For further information please contact:
Director of Communications & Investor Relations, Paul Snow +1 709 368 3174

Forward-Looking Statements
This press release may contain forward-looking statements that involve risks and uncertainties. These forward-looking statements reflect our current expectations and are subject to a number of risks and uncertainties including, but not limited to, change in technology and general market conditions. Due to the many risks and uncertainties, Rutter Inc. cannot assure that forward-looking statements that may be contained in this press release will be realized.

The TSX has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

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