FORM 51-102F3
MATERIAL CHANGE REPORT

Item One – Name and Address of Company

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

Item Two - Date of Material Change

November 24, 2008

Item Three - News Release

The attached news release was issued in St. John's Newfoundland and Labrador, on November 24, 2008, via Canada Newswire.

Item Four - Summary of Material Change

On November 24, 2008, Rutter Inc. (TSX: RUT) announced that its audited annual financial statements, management discussion and analysis, CEO and CFO certifications and Annual Information Form for the year ended August 31, 2008 will not be released as scheduled on November 28, 2008. It is now anticipated that the release will occur no later than December 31, 2008.

Item Five - Full Description of Material Change

On November 24, 2008, Rutter Inc. ("Rutter") announced that its audited annual financial statements, management discussion and analysis ("MD&A"), CEO and CFO certifications and Annual Information Form ("AIF") for the year ended August 31, 2008 will not be released as scheduled on November 28, 2008. A delay in reaching the final agreement on a potential debt restructuring with Rutter's principal lender has affected Rutter's ability to release their audited annual financial statements and the related continuous disclosure information. It is now anticipated that the release will occur no later than December 31, 2008.

Rutter voluntarily requested that the Ontario Securities Commission and other Canadian securities regulatory authorities issue a temporary order that prohibits certain current directors, officers and insiders of Rutter from trading in securities of Rutter for so long as the audited annual financial statements, CEO and CFO certifications, MD&A and AIF are not filed. The issuance of such management cease trade order does generally not affect the ability of persons who have not been directors, officers or insiders of the Rutter to trade in their securities.

Rutter intends to provide information in accordance with National Policy 12-203 – *Cease Trade Orders for Continuous Disclosure Defaults* with respect to further developments in respect of this matter promptly following their occurrence, including the issuance of bi-weekly status update reports until such time as the annual financial statements, MD&A, CEO and CFO certifications and AIF are issued.

Rutter's AGM will proceed as scheduled on January 15, 2009 and the Q1 results are expected to be released in time for the annual meeting.

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

Not Applicable.

Item Seven - Omitted Information

Not Applicable.

Item Eight - Executive Officer

Dan Herder, Corporate Secretary (709) 368-3174

Item Nine – Date of Report

Executed this 27 day of November, 2008, at St. John's, Newfoundland and Labrador.

Dan Herder
Corporate Secretary

RUTTER

Press Release

Rutter Inc. Announces Delay in Release of Audited Year End Financial Statements

St. John's, NL, Canada – November 24, 2008/CNW/ - Rutter Inc. (TSX: RUT) announced today that its audited financial statements, CEO and CFO certifications, management discussion and analysis ("MD&A") and Annual Information Filing ("AIF") for the year ended August 31, 2008 will not be released as scheduled on November 28, 2008. It is now anticipated that the release will occur no later than December 31, 2008.

In announcing the delay, David Beutel, Chairman of the Board of Rutter noted that "discussions are ongoing at this time with our principal lender, regarding a scheduled payment of $20 million due at November 30, 2008. These discussions are progressing with the cooperation of the lender. However, at this time we have not achieved a final agreement on a potential restructuring of the debt which affects our ability to release audited financial statements". Mr. Beutel concluded by saying that, "we have made a great deal of progress in our discussions and I am hopeful that we will reach a final agreement that is in the best interests of our shareholders, employees and the lender."

As a result of the delay, Rutter has voluntarily requested that the Ontario Securities Commission and other Canadian securities regulatory authorities issue a temporary order that prohibits certain current directors, officers and insiders of Rutter from trading in securities of Rutter for so long as the annual financial statements, certifications and related MD&A and AIF are not filed. The issuance of such management cease trade order generally does not affect the ability of persons who have not been directors, officers or insiders of the Rutter to trade in their securities.

Rutter intends to provide information in accordance with National Policy 12-203 – Cease Trade Orders for Continuous Disclosure Defaults with respect to further developments in respect of this matter promptly following their occurrence, including the issuance of bi-weekly status update reports until such time as the annual financial statements and related MD&A, certifications and AIF are issued.

Rutter's AGM will proceed as scheduled on January 15, 2009 and the Q1 results are expected to be released in time for the annual meeting.

About Rutter Inc. – Rutter is a global enterprise focused on providing innovative technologies and engineering solutions that improve the efficiency and safety of operating assets in defense, 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:

David Beutel, Chairman, Rutter Inc. 1.709.368.3174

Dan Herder, Corporate Secretary, Rutter Inc. 1.709.368.3174

Forward-Looking Statements

This news 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 news release will be realized.
The TSX has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release.