FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 - Name and Address of Reporting Issuer:

Rutter Inc. (the "Issuer")
70 Brookfield Road
St. John's, NL
A1E 3T9

Item 2 - Date of Material Change:

February 10, 2009

Item 3 – Press Release:

The press release attached hereto as Schedule "A" was disseminated in St. John's, Newfoundland and Labrador, over the Canada NewsWire on February 10, 2009.

Item 4 – Summary of Material Change:

The Issuer entered into an agreement for the sale of its controls and automation business to the Rockwell Automation Inc. group of companies.

Item 5 – Full Description of Material Change:

The Issuer and its wholly-owned subsidiaries Rutter Hinz Inc. ("RHI Canada") and Rutter Hinz, Inc. ("RHI US") entered into an agreement with Rockwell Automation Inc. ("RAI"), ICS Isagraf Inc. ("ICS Canada") and ICS Triplex Inc. ("ICS US") for the sale of most of the assets of RHI Canada and RHI US, which are used to carry on the Issuer's controls and automation business, to ICS Canada and ICS US for consideration consisting of $22 million (subject to a final working capital adjustment) and Rockwell assuming the ongoing contracts and liabilities of the controls and automation business. The completion of the sale is also subject to a number of conditions, including the release of the existing security by and confirmation of restructuring of the Issuer's indebtedness with its principal lender. The employees of the Issuer's controls and automation group will be offered employment with the purchasers. The assets and employees of the Issuer's consulting engineering offices in St. John's and Clarenville, Newfoundland and Labrador, are not part of the sale and will continue to operate as Rutter Engineering, a division of Rutter. Ryan Hinz, the President and CEO of the Issuer and RHI Canada, will not be joining the purchasers.

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

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Executive Officer:

For further information, please contact

Dan Herder, Corporate Secretary + 709 368 3174

Item 9 – Date of Report:

February 11, 2009.

RUTTER

Press Release

Rutter Announces Sale of Controls and Automation Business to Rockwell Automation

St. John's, NL, Canada – February 10, 2009/CNW/ - Rutter Inc. (TSX: RUT) announced today that it has entered into an agreement for the sale of its controls and automation business to the Rockwell Automation Inc. group of companies. The transaction will involve the sale of most of the assets of Rutter's wholly-owned subsidiary, Rutter Hinz Inc. and its U.S. affiliate Rutter Hinz Inc. to the Rockwell Group for $22 million, subject to a final working capital adjustment which Rutter expects to be in its favour and Rockwell assuming the ongoing contracts and liabilities of the controls and automation business. The completion of the sale is also subject to a number of conditions, including the release of the existing security by and confirmation of restructuring of the Company's indebtedness with the principal lender.

Ryan Hinz, President and CEO of Rutter stated, "the employees of the controls and automation group will be offered employment with Rockwell. The assets and employees of the consulting engineering offices in St. John's and Clarenville, Newfoundland and Labrador, are not part of the sale and will continue to operate as Rutter Engineering, a division of Rutter. Rockwell has determined that there will no longer be a role for me in the new organization and accordingly, I will not be joining their team."

In commenting on the agreement announced today, Mr. David Beutel, Chairman of the Board, stated that, "As noted in our release on our year end results, Rutter has looked at all possible opportunities to address the debt imbalance. The agreement announced today is a key step in our overall restructuring plans and will allow us to significantly reduce total outstanding debt. We expect to announce terms of the debt restructuring in the near future. Our technology business has been growing well this year and we look forward to the future with the many opportunities ahead in both the Technologies segment and in the consulting engineering group."

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.