Securities Act

MATERIAL CHANGE REPORT

Reporting Issuer:	Ntex Incorporated 106 Avenue Road Toronto, Ontario M5R 2H3 Telephone No.: (416) 920-0500
Date of Material Change:	April 21, 1998
Press Release:	April 21, 1998
Summary of Material Change:	The Board of Directors of Ntex Incorporated has approved the acquisition of all of the shares of Cambridge Towel Corporation and all of the partnership units of Blair Mills L.P. for an aggregate purchase price of $72 million in cash, preferred shares and debt. The cash proceeds of the acquisition will be funded from a proposed debt financing. The acquisition, which is expected to be completed by the end of May 1998, is subject to financing regulatory and shareholder approval.
Reliance on Confidentiality Provisions of the Act:	N/A
Omitted Information:	N/A
Full Description of Material Change:	The Corporation has agreed to purchase (i) all of the issued and outstanding shares of Cambridge Towel Corporation ("Cambridge") an Ontario corporation, (ii) all of the shares of LRW Holdings Inc. ("LRW"), a Delaware Corporation which owns 70% of the partnership units of Blair Mills L.P., and (iii) 30% of the partnership units of Blair Mills, not owned by LRW (LRW and Blair Mills are referred to as "Blair Mills"), for an aggregate consideration of $72 million of which $64.8 million will be allocated to the shares of Cambridge and LRW and $7.2 million will be allocated to the 30% of the partnership units of Blair Mills not owned by LRW. The aggregate purchase price will be satisfied as follows: (1) $30.3 million cash, (ii) as to $36.4 million by the issuance of Class D Preference Shares having a redemption amount equal to the issue price and, (iii) and by the issuance of $5.3 million principal amount of unsecured notes (the "Notes"). The Class D Preference Shares will be retractable (at the option of the holder) subject to a maximum annual retraction of 22.97% and a maximum aggregate retraction of 45.94% of the number of Class D Preference Shares issued. The Class D Preference Shares are redeemable at the option of the Corporation at any time and will bear a dividend of 6.78% for 1998, 8% for 1999 and 10% thereafter. The Notes will be unsecured and bear interest at 7% annually and will be due as to 20% of the principal amount on January 1st of the first five years after the year of issuance (commencing January 1, 1999).

The completion of the acquisition (the "Acquisition"), which is anticipated prior to May 30, 1998, is subject to shareholder approval of the Acquisition and of the creation of Class D Preference Shares, and subject to receipt of all requisite regulatory approvals, including, without limitation, The Alberta Stock Exchange. Moreover, completion of the Acquisition is subject to completion of financing on terms satisfactory to the Corporation by December 31, 1998. Shareholders will be asked to approve the Acquisition and related matters at a meeting scheduled for May 19, 1998.

The Towel Group is controlled directly or indirectly by Fred A. Litwin, the President, CEO and principal shareholder of Ntex.

The Towel Group, consisting of Blair Mills of South Carolina and The Cambridge Towel Corporation of Ontario and subsidiaries is a fully integrated manufacturer of terry towelling products and accessory products that are marketed to retailers, hospitality and healthcare institutions, converters and premium/incentive users throughout North America.

Ntex, through its operating subsidiaries, manufactures and markets cotton, poly-cotton and synthetic yarns to knitters and weavers throughout North America.

Senior Officer:

Stanley Abramowitz
Secretary and Chief Financial Officer

Tel: (416) 920-0500

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto this 28th day of April, 1998

"Stanley Abramowitz"
Stanley Abramowitz
Secretary and Chief Financial Officer