e-Manufacturing Networks Inc.
c/o 4046 Mainway Drive
Burlington, Ontario
L7M 4B9

December 20, 2000

VIA SEDAR

TO:

Alberta Securities Commission
4th Floor 300 - 5th Avenue S.W.
Calgary, Alberta
T2P 3C4

British Columbia Securities Commission
200, 865 Hornby Street
Vancouver, B.C.
V6Z 2H4

Ontario Securities Commission
Suite 1800, Box 5520 Queen Street West
Toronto, Ontario
M5H 3S8

Canadian Venture Exchange
10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta
T2P 3C4

Dear Sirs:

Re: e-Manufacturing Networks Inc.
MATERIAL CHANGE REPORT

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of e-Manufacturing Networks Inc. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta). Concurrent with this filing, this letter is being filed with the Canadian Venture Exchange, being the only Exchange on which the Corporation's shares are listed.

Item 1 - Reporting Issuer

e-Manufacturing Networks Inc.
c/o 4046 Mainway Drive
Burlington, Ontario
L7M 4B9

Item 2 - Date of Material Change

These material changes occurred on or about September 7, 2000 and December 12, 2000.

Item 3 - News Release

Press releases (attached) were issued on September 7, 2000 by Canada Newswire, Toronto, Ontario, Canada and December 12, 2000 by Canadian Corporation News, Calgary, Alberta, Canada.

Item 4 - Summary of Material Change

The Corporation announced that it has signed a letter of intent to acquire Industrial Automation Solutions Inc. (IAS) of Albany, New York for a total consideration of U.S. $800,000 and it also announced that it intends to complete a private placement of up to 1,500,000 special warrants at a price of $1.30 per special warrant.

Item 5 - Full Description of Material Change

The Corporation announced that it has signed a letter of intent to acquire Industrial Automation Solutions Inc. (IAS) of Albany, New York for a total consideration of U.S. $800,000 (consisting of cash and 225,000 shares valued at U.S. $2.00 each). This acquisition allows e-MFG to obtain all of the shares of IAS and the rights to its leading computerized numerical control (CNC) related software line. IAS President, David Fiaschetti, has also agreed to join e-MFG engineering team as lead CNC Software Application Designer.

The Corporation also announced that it intends to complete a private placement of up to 1,500,000 special warrants at a price of $1.30 per special warrant.

Each special warrant will be exercisable into one e-MFG unit at no additional cost to the special warrant holder. Each unit shall be comprised of one common share of e-MFG and ½ of one share purchase warrant. Each full warrant shall be exercisable into one common share of e-MFG for a period of 12 months from the date of issuance upon payment of an exercise price of $1.70 per share. A commission of up to 7% or a finder's fee of up to 5% will be payable to brokers, underwriters and a finder.

Item 6 - Reliance on s.118(4) of the *Securities Act* (Alberta), s.75(3) of the *Securities Act* (Ontario), or s. 85(2) of the *Securities Act* (British Columbia)

not applicable

Item 7 - Omitted Information

not applicable

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Tom Gaasenbeek, President
4046 Mainway Drive
Burlington, Ontario
L7M 4B9
Telephone No.: (905) 332-7717

Item 9 - Statement of Senior Officer

The foregoing accurately discloses the material change referred to in this report.

DATED this 20th day of December, 2000 in the City of Burlington , Province of Ontario.

Yours truly,

e-MANUFACTURING NETWORKS INC.
Per:

(signed)
THOMAS GAASENBEEK, President

News Release 2000-016
For Immediate Release

e-Manufacturing Networks Inc. to Acquire Industrial Automation Solutions Inc.

Chicago, Illinois, IMTS 2000–September 7, 2000 – e-Manufacturing Networks Inc. (e-MFG) of Burlington, Ontario announces it has signed a letter of intent to acquire Industrial Automation Solutions Inc. (IAS) of Albany, New York for a total consideration of U.S. $800,000 (consisting of cash and 225,000 shares valued at U.S. $2.00 each). This acquisition allows e-MFG to obtain all the shares of IAS and the rights to its leading computerized numerical control (CNC) related software line. IAS President, David Fiaschetti, has also agreed to join the e-MFG engineering team as lead CNC Software Application Designer.

Over the past 11 years IAS has provided the factory floor with the most extensive CNC part program translation capability that enables seamless code portability between most CNC machine tool types. Focussing on universal CNC code translation and optimization solutions, IAS has developed its unique CNC Productivity Tool Kit and Code-Exchanger (Code-Ex) software. Other IAS products include Source-Vu and CAD-Vu that reverse post process and translate CNC code to higher level source languages and graphic tool path formats. IAS customers include GE Power Systems, GE Corporate Research, Boeing Corporation, and United Technologies.

The acquisition of IAS enables e-MFG to offer greatly enhance productivity for CNC machine tool users as existing tool path code can be optimized in real time while the machine tool is cutting a part. Currently, part programs are written for each specific CNC on the factory floor. As a result, end users are faced with program compatibility issues that often hinder lean manufacturing initiatives.

"Our value equation relies upon increasing real manufacturing throughput via the identification, monitoring and optimization of bottlenecks on the factory floor. We feel that IAS software coupled with our technology will dramatically address a major bottleneck that affects every CNC owner. As such, e-MFG will provide the market with an enhanced universal solution and accelerate our adoption rate," said Tom Gaasenbeek, President & CEO of e-MFG.

e-MFG is the first company to InterNetwork a machine tool to the worldwide web. The company develops and provides InterNetworking hardware, software and services that connect machine tools - the point of production - to the supply chain, the demand chain, and management's information systems. The benefits of InterNetworking machine tools include cost savings through reduced inventory, new levels of supply chain integration, faster production through optimization of machines in real-time, and more informed decisions by management by linking factory floors located anywhere in the world to management's information systems, securely, over the Internet.

e-MFG is listed on the CDNX stock exchange, trading symbol MFG.

For more information please contact:

e-Manufacturing Networks Inc.
Thomas A. Smeenk
Vice President, Corporate Affairs
800-563-6369 xt. 26 905-332-6353 (fax)
toms@memx.com website: www.e-manufacturing.com

e•MANUFACTURING NETWORKS INC.

News Release 2000-021
For Immediate Release

Private Placement of Up To $1,950,000

Burlington, Canada December 11, 2000 – e-Manufacturing Networks Inc. (CDNX:MFG) announces that it intends to complete a private placement of up to 1,500,000 special warrants at a price of $1.30 per special warrant.

Each special warrant will be exercisable into one e-MFG unit at no additional cost to the special warrant holder. Each unit shall be comprised of one common share of e-MFG and ½ of one share purchase warrant. Each full warrant shall be exercisable into one common share of e-MFG for a period of 12 months from the date of issuance upon payment of an exercise price of $1.70 per share. A commission of up to 7% or a finder's fee of up to 5% will be payable to brokers, underwriters and a finder.

e-Manufacturing Networks is the first company to InterNetwork a CNC machine tool to the worldwide web. The benefits of InterNetworking machine tools include cost savings, new levels of supply chain integration, faster production, and better informed management decisions by linking factory floors located anywhere in the world to information systems, securely, over the Internet.

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For more information please contact:

Investor Relations contact:
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