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

March 1, 2001

VIA SEDAR

TO:

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

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, B.C. V7Y 1L2

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

Canadian Venture Exchange Inc.
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. (“e-MFG"). 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 e-MFG’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 February 26, 2001

Item 3 - News Release

Press releases (attached) were issued on February 26, 2001 by Canadian Newswire, Toronto, Ontario.

Item 4 - Summary of Material Change

E-MFG announced that its has completed its $1.95 million private placement of special warrants and reached an agreement to raise up to $4 million by way of prospectus offering.

Item 5 - Full Description of Material Change

E-MFG announced that it has completed its $1.95 million private placement of special warrants and reached an agreement to raise up to $4 million by way of prospectus offering.

E-MFG has sold through Burgeonvest Securities Limited of Hamilton, Ontario 1,125,600 Special Warrants of e-MFG, completing e-MFG's private placement of 1,500,000 Special Warrants announced on December 11, 2000. Each Special Warrant is priced at $1.30 and entitles the holder to acquire one common share of e-MFG and one-half of a common share purchase warrant. Each whole warrant entitles the holder to acquire one e-MFG common share at a price of $1.70 per common share for a period of 12 months from the closing of the private placement.

Burgeonvest will also act as lead agent under a planned prospectus offering of e-MFG common shares that will raise an additional $2,000,000 to $4,000,000. The common shares will be priced at $1.70 per common share. A related company to Burgeonvest will commit to purchase $2,000,000 of the offering, effectively making $2 million of the offering on a bought basis, with any additional amount on a best efforts basis.

Burgeonvest will receive commissions of 7% of the gross proceeds and compensation warrants which would entitle Burgeonvest to purchase common shares (in the case of the prospectus offering) or Special Warrants (in the case of the Special Warrant placement) equal to 10% of the number of securities Burgeonvest sells. Burgeonvest will also receive a corporate finance fee of $75,000 with respect to the prospectus offering.

e-MFG is also pleased to announce enhancements to its senior management team. Joel Kissack, formerly with Davies, Ward & Beck, Barristers and Solicitors, has been appointed Senior Vice President, Business Development; Peter Bolger, formerly a founder and Vice President of Cimatron Technologies Inc. has been appointed Vice President, Sales, and Brent Bere, previously appointed e-MFG's Chief Operating Officer and formerly a General Manager and Divisional Finance Officer of Wajax Industries Limited, has been appointed Chief Financial Officer. All appointments are subject to regulatory approval. Thomas Smeenk has resigned as a director and Vice President, Business Affairs and Donald Mitchell has resigned as Vice President, Finance.

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 e-MFG 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 1st day of March, 2001 in the City of Burlington , Province of Ontario.

Yours truly,

e-MANUFACTURING NETWORKS INC.
Per:

(signed) ____________________________________
JOEL KISSACK
Senior Vice-President, Business Development

e·manufacturing networks inc.

News Release 2001- 002

For Immediate Release

e-Manufacturing Networks completes private placement

Burlington, Canada – February 26, 2001 – e-Manufacturing Networks Inc. (CDNX: MFG), the pioneer of InterNetworking machine tools on the factory floor, today announced that it has completed its $1.95 million private placement of special warrants and reached an agreement to raise up to $4 million by way of prospectus offering.

e-Manufacturing Networks (e-MFG) has sold through Burgeonvest Securities Limited of Hamilton, Ontario 1,125,600 Special Warrants of e-MFG, completing e-MFG's private placement of 1,500,000 Special Warrants announced on December 11, 2000. Each Special Warrant is priced at $1.30 and entitles the holder to acquire one common share of e-MFG and one-half of a common share purchase warrant. Each whole warrant entitles the holder to acquire one e-MFG common share at a price of $1.70 per common share for a period of 12 months from the closing of the private placement.

Burgeonvest will also act as lead agent under a planned prospectus offering of e-MFG common shares that will raise an additional $2,000,000 to $4,000,000. The common shares will be priced at $1.70 per common share. A related company to Burgeonvest will commit to purchase $2,000,000 of the offering, effectively making $2 million of the offering on a bought basis, with any additional amount on a best efforts basis.

Burgeonvest will receive commissions of 7% of the gross proceeds and compensation warrants which would entitle Burgeonvest to purchase common shares (in the case of the prospectus offering) or Special Warrants (in the case of the Special Warrant placement) equal to 10% of the number of securities Burgeonvest sells. Burgeonvest will also receive a corporate finance fee of $75,000 with respect to the prospectus offering.

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About e-Manufacturing Networks Inc.

e-MFG (www.e-manufacturing.com) is the first company to InterNetwork industrial machine tools. Using Internet-based standards, e-MFG enables factory floors to be remotely and securely linked to real-time information systems. Benefits of InterNetworking industrial machinery include cost savings, new levels of supply chain integration, faster production, and better informed management decisions.

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release.

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For additional information, contact:

Brent W. Bere
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e-Manufacturing Networks Inc.
800-563-6369 ext. 26
brentb@e-manufacturing.com
www.e-manufacturing.com