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

July 18, 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 July 11, 2001

Item 3 - News Release

Press releases (attached) were issued on July 11, 2001 by Canadian Corporate News, Calgary, Alberta.

Item 4 - Summary of Material Change

e-MFG announced today a private placement of up to 600,000 special warrants at a price of $1.00 per special warrant.

Item 5 - Full Description of Material Change

e-MFG announced today a private placement of up to 600,000 special warrants at a price of $1.00 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 will consist of one common share of e-MFG and ½ of one share purchase warrant. Each full warrant will 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 $1.30 per share. A commission of up to 10% or a finder's fee of up to 5% will be payable to brokers and a finder. Brokers shall receive 10% broker warrants as well. The special warrants will also provide that an additional 10% of shares and warrants shall be issued on their exercise if a (final) prospectus qualifying the distribution of the shares and warrants is not filed and a receipt issued for it within 120 days of closing of the private placement.

e-MFG also announced that it is amending the terms of the special warrants previously issued in the private placement referred to in its December 11, 2000 News Release. The amended terms of those 1,528,250 special warrants will, in effect, allow for a reduction in the effective issue price of the special warrants to $1.00 per special warrant and in the effective exercise price of the share purchase warrants to $1.30 per warrant. The effect of the amendment is to increase the number of shares issued upon the exercise of those special warrants from 1,528,250 to 1,986,728 and the number of warrants issued upon the exercise of those special warrants from 764,125 to 993,362, and to change the exercise price of those 993,362 warrants from $1.70 to $1.30. Corresponding changes will be made to the broker warrants issued in connection with a portion of the previously issued special warrants. These changes are in addition to the effect of any provisions in the special warrants requiring the issuance of additional shares and warrants if a prospectus is not filed within the period of time required by the special warrants.

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, Chief Executive Officer
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 18th day of July, 2001 in the City of Burlington , Province of Ontario.

Yours truly,

e-MANUFACTURING NETWORKS INC.
Per:

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

News Release 2001-011
For Immediate Release

Private Placement of Up To $600,000

Burlington, Canada July 11, 2001 – e-Manufacturing Networks Inc. (CDNX: MFG) announced today a private placement of up to 600,000 special warrants at a price of $1.00 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 will consist of one common share of e-MFG and ½ of one share purchase warrant. Each full warrant will 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 $1.30 per share. A commission of up to 10% or a finder's fee of up to 5% will be payable to brokers and a finder. Brokers shall receive 10% broker warrants as well. The special warrants will also provide that an additional 10% of shares and warrants shall be issued on their exercise if a (final) prospectus qualifying the distribution of the shares and warrants is not filed and a receipt issued for it within 120 days of closing of the private placement.

e-MFG also announced that it is amending the terms of the special warrants previously issued in the private placement referred to in its December 11, 2000 News Release. The amended terms of those 1,528,250 special warrants will, in effect, allow for a reduction in the effective issue price of the special warrants to $1.00 per special warrant and in the effective exercise price of the share purchase warrants to $1.30 per warrant. The effect of the amendment is to increase the number of shares issued upon the exercise of those special warrants from 1,528,250 to 1,986,728 and the number of warrants issued upon the exercise of those special warrants from 764,125 to 993,362, and to change the exercise price of those 993,362 warrants from $1.70 to $1.30. Corresponding changes will be made to the broker warrants issued in connection with a portion of the previously issued special warrants. These changes are in addition to the effect of any provisions in the special warrants requiring the issuance of additional shares and warrants if a prospectus is not filed within the period of time required by the special warrants.

About e-Manufacturing Networks Inc.

e-Manufacturing Networks Inc. (**www.e-manufacturing.com**) was the first company to InterNetwork a machine tool to the worldwide web. The Company develops and provides hardware, software and services for Intelligent CNC Networking to connect machine tools – the point of production – to the supply chain, the demand chain, and management information systems. e-Manufacturing Networks and its divisions, Greco Systems, Spectrum CNC Technologies and Industrial Automation Solutions, have been developing hardware and software devices to connect CNC machine tools for more than 20 years. The Company believes the combined companies are the largest in the Direct Numerical Control (DNC) hardware/software industry; Greco Systems alone has sold more than 40,000 units.
e-MFG is listed on the Canadian Venture Exchange, trading symbol MFG.

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For more information please contact:

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www.e-manufacturing.com