

e-MANUFACTURING NETWORKS INC.
c/o 4046 Mainway Drive
Burlington, Ontario
L7M 4B9

VIA SEDAR

ALBERTA SECURITIES COMMISSION
19th Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5

BRITISH COLUMBIA SECURITIES COMMISSION
P.O. Box 10142 Pacific Centre
12th Floor, 701 West Georgia Street
Vancouver, B.C., V7Y 1L2

ONTARIO SECURITIES COMMISSION
Suite 800, Box 55
20 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/Continuous Disclosure

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” or “e-Manufacturing”). 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 Inc., being the only exchange on which the Corporation’s shares are currently listed.

Item 1 - Reporting Issuer

e-Manufacturing Networks Inc.
c/o 4046 Mainway Drive
Burlington, Ontario, L7M 4B9
Telephone: (905) 332-7717
Fax: (905) 332-6353

Item 2 - Date of Material Change

The material change occurred on or about January 24, 2002.

Item 3 - News Release

A Press Release was issued on January 24, 2002 through the facilities of Canadian Corporate News.

Item 4 - Summary of Material Change

The Corporation has engaged Ogilvie Rothchild Inc. as its public relations and marketing services firm.

Item 5 - Full Description of Material Change

e-Manufacturing Networks Inc. has engaged Ogilvie Rothchild Inc. as its public relations and marketing services firm. Ogilvie Rothchild will provide the corporation with the following services: design and implementation of its workout plan with creditors; research and writing of a comprehensive business plan and its implementation road map. They will design and enable the corporation to implement a comprehensive communication plan focused on suppliers, customers and potential customers. They will provide the corporation with introductions to the broader technology business and investment community supported by background materials, multi media presentations, and ongoing web site revisions, to provide the company and its sales force with an appropriate positive corporate image. As well, Ogilvie Rothchild will assist the corporation with its financing plan. The corporation will pay for these services by the issuance of 3,000,000 shares.

Ogilvie Rothchild is in the business of creating marketing communications materials, specifically for small, junior micro cap public companies that require a corporate image and a business plan required to present to investors in order to obtain funding for growth.

Item 6 - Reliance on s.146(2) of the Securities Act (Alberta) or s. 85(2) of the Securities Act (British Columbia) or s.75(3) of the Securities Act (Ontario)

Not applicable.

Item 7 - Omitted Information

No omitted information.

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:

Thomas A. Smeenk, President
Telephone: (905) 332-7717 ext. 26

Item 9 - Statement of a Senior Officer

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

DATED at Burlington, Ontario, this 11th day of February, 2002.

Yours truly,

e-MANUFACTURING NETWORKS INC.

Per: "Signed" _____
Thomas A. Smeenk, President