

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 4, 2002 and January 21, 2002.

Item 3 - News Release

A Press Release was issued on January 4, 2002 and January 21, 2002 through the facilities of Canada News Wire.

Item 4 - Summary of Material Change

The Corporation has arranged two non-brokered private placements and the signing of a definitive settlement agreement with Thomas M. Gaasenbeek.

Item 5 - Full Description of Material Change

Private Placement of 2,000,000 Shares and 2,000,000 Purchase Warrants

The Corporation has arranged a non-brokered private placement of two million treasury shares and two million share purchase warrants for total proceeds of \$100,000. The placement is being completed pursuant to Schedule B of the CDN X bulletin issued Oct. 31, 2001, permitting issuers, on a one-time basis only, to effect a private placement at a price of less than 10 cents per share. The share purchase warrants will enable the placee to acquire a further two million treasury shares of the company at 10 cents each, prior to December 31, 2002.

Private Placement of 9,000,000 Units

The Corporation has arranged a non-brokered private placement of 9,000,000 units raising \$900,000. Subscribers will acquire units consisting of a share and a full warrant. Each warrant entitles the holder to purchase an additional share from treasury at 10 cents until December 31, 2002. In addition, the corporation is seeking regulatory approval for the issuance of up to 1,500,000 shares for the settlement of past wages and expenses of current employees.

Definitive Settlement Agreement with Thomas M. Gaasenbeek

The Corporation has reached a definitive settlement agreement with Thomas M. Gaasenbeek canceling 9,288,000 performance escrow shares. For consideration of a lump sum payment of \$40,000 and repayment over time of the balance of \$430,000, such amount largely borrowed from third parties and invested into the company over the course of 2000 - 2001, Mr. Gaasenbeek has agreed to cancel his 9,288,000 performance escrow shares. \$340,000 of the debt bears interest of prime less 75 basis points. The Corporation has agreed to pay interest only monthly, and pay down principal and interest out of a maximum of 10 percent of the proceeds of subsequent financing. In addition, all shares beneficially controlled by Mr. Gaasenbeek will be voted with management, under terms of a voting trust.

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 20th day of February, 2002.

Yours truly,

e-MANUFACTURING NETWORKS INC.

Per: “Signed”
Thomas A. Smeenk, President