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 March 21, 2002.

Item 3 - News Release

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

Item 4 - Summary of Material Change

The Corporation has received conditional regulatory approval for the private placement announced January 21, 2002. The Corporation has reached a revised settlement agreement with Mr. Thomas M. Gaasenbeek and has terminated its agreement with its marketing communications firm.

Item 5 - Full Description of Material Change

The Corporation has received conditional regulatory approval for the private placement announced January 21, 2002. Subscribers will acquire 9,000,000 units consisting of a share and a full warrant for consideration of $900,000. Each warrant entitles the holder to purchase an additional share from treasury at 10 cents until December 31, 2002.

The Corporation has reached a revised settlement agreement with Mr. Thomas M. Gaasenbeek. In exchange for the assets of Memex Electronics, the repayment of shareholder loans of $80,000 over 2002, Mr. Gaasenbeek has agreed to forgive shareholder loans of $390,000, surrender for cancellation 9,288,000 performance escrow shares and enter into a 3 year non-competition agreement.

Five year options to acquire 1,822,000 shares at 11 cents have been granted to key employees, management and directors. The Corporation is also seeking regulatory approval for the re-pricing of 528,000 options which were granted to key retained employees between October 2000 and July 10, 2001.

The Corporation terminated its agreement with its marketing communications firm and has not pursued regulatory approval for the issuance of 3,000,000 shares for services.

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 22nd day of March, 2002.

Yours truly,

e-MANUFACTURING NETWORKS INC.

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