FORM 53-901F*SECURITIES ACT* (BRITISH COLUMBIA) MATERIAL CHANGE REPORT UNDER SECTION 85(1)
FORM 27*SECURITIES ACT* (ALBERTA) MATERIAL CHANGE REPORT UNDER SECTION 118(1)

MATERIAL CHANGE REPORT

Item 1: Reporting Issuer

The full name and address of the principal office in Canada of the reporting issuer is as follows:

BANFF RESOURCES LTD. of 40 University Avenue, Suite 1300, Toronto, Ontario M5J 1T1

Item 2: Date of Material Change

August 6, 2002

Item 3: Press Release

The date and place(s) of issuance of the press release are as follows.

August 6, 2002

The press release was issued to the TSX Venture Exchange and through various other approved public media and was SEDAR filed with the British Columbia and Alberta Securities Commissions.

Item 4: Summary of Material Change(s)

Banff Resources Ltd. (the "Company") has announced that its parent company, Newmont Australia Limited and its affiliates ("Newmont"), are selling their total interest in the Company comprising approximately 85% of the shares, as well as intercompany advances. Newmont has signed a Heads of Agreement with MFC Bancorp Ltd. and closing is expected shortly. MFC Bancorp Ltd. is a publicly listed company on Nasdaq.

The sale also includes the existing loans from Newmont to the Company's subsidiary, Kasese Cobalt Company Limited ("KCCL") and loans from Newmont to the Company.

Item 5: Full Description of Material Change

Banff Resources Ltd. (the "Company") has announced that its parent company, Newmont Australia Limited and its affiliates ("Newmont"), are selling their total interest in the Company comprising approximately 85% of the shares, as well as intercompany advances. Newmont has signed a Heads of Agreement with MFC Bancorp Ltd. and closing is expected shortly. MFC Bancorp Ltd. is a publicly listed company on Nasdaq.

The sale also includes the existing loans from Newmont to the Company's subsidiary, Kasese Cobalt Company Limited ("KCCL") and loans from Newmont to the Company.

It is the Company's understanding that the purchaser will put the Kasese operation on a care and maintenance basis, awaiting higher cobalt prices, and that the board and management of the company will be changed.

The care and maintenance program will involve the continued production and sale of electricity from the company owned Mubuku-3 power station. Revenues from power sales will be used to cover the cost maintaining the cobalt plant in readiness for a return to production, when cobalt prices return to economic levels. All of the plant will be kept in operational readiness, and environmental protection programs will be continued along with safety and security efforts.

The Heads of Agreement is subject to the Company receiving any required regulatory or board approvals and definitive documentation.

Item 6: Reliance on section 85(2) of the *Securities Act* (British Columbia)
Reliance on section 118(2) of the *Securities Act* (Alberta)

Not Applicable

Item 7: Omitted Information

Not Applicable

Item 8: Senior Officers

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commissions at the following address and telephone number:

Charles B. Main, Chief Financial Officer
40 University Avenue, Suite 1300
Toronto, Ontario M5J 1T1

Tel: (416) 596-1299

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 7th day of August, 2002.

"Charles B. Main"
Charles B. Main
Chief Financial Officer