

# MATERIAL CHANGE REPORT

Filed pursuant to:

Section 85 of the *Securities Act* (British Columbia)  
Section 118 of the *Securities Act* (Alberta)

**1. Reporting Issuer:**

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

**TRIMBLE RESOURCES CORPORATION**

Suite 1620  
400 Burrard Street  
Vancouver, British Columbia V6C 3A6  
Telephone: (604) 647-3400

**2. Date of Material Change:**

The material change described in this report occurred on July 3, 2002.

**3. Press Release:**

On July 4, 2002, Trimble Resources Corporation ("Trimble") issued a press release through the facilities of Market News Publishing Inc. relating to the material change. A copy of the press release announcing the material change is set out at Appendix "A" to this report.

**4. Summary of Material Change:**

See the attached press release set out at Appendix "A" to this report.

**5. Full Description of Material Change:**

The plan of arrangement previously announced on May 17, 2002 received shareholders' approval on June 28, 2002 and approval from the Supreme Court of British Columbia on July 2, 2002. The Certificate of Arrangement was issued by Industry Canada on July 3, 2002. Pursuant to the terms of the arrangement, each Trimble shareholder who elected to do so will receive 0.0139 common shares of MFC Bancorp Ltd. (NASDAQ National Market: MXBIF). All other holders of common shares of Trimble will receive \$0.22 per share. As a result of the foregoing, Trimble has become a wholly-owned subsidiary of MFC Bancorp Ltd. and Trimble will be making appropriate applications to the TSX Venture Exchange to have its securities delisted. Trimble will also make applications to the relevant securities commissions in order to seek non-reporting issuer status.

**6. Reliance on Confidential Filing Provisions:**

Not applicable.



## **APPENDIX "A"**



## NEWS RELEASE

TSX Venture Exchange: TRM

July 4, 2002, Trimble is pleased to announce that the plan of arrangement previously announced on May 17, 2002 received shareholders' approval on June 28, 2002 and approval from the Supreme Court of British Columbia on July 2, 2002. The Certificate of Arrangement was issued by Industry Canada on July 3, 2002. Pursuant to the terms of the arrangement, each Trimble shareholder who elected to do so will receive 0.0139 common shares of MFC Bancorp Ltd. (NASDAQ National Market: MXBIF). All other holders of common shares of Trimble will receive \$0.22 per share. As a result of the foregoing, Trimble has become a wholly-owned subsidiary of MFC Bancorp Ltd. and Trimble will be making appropriate applications to the TSX Venture Exchange to have its securities delisted. Trimble will also make applications to the relevant securities commissions in order to seek non-reporting issuer status.

For further information please call Rene Randall at (604) 683 5767.

THE NEWS RELEASE HAS NOT BEEN APPROVED OR DISAPPROVED BY THE TSX VENTURE EXCHANGE