FORM 27

MATERIAL CHANGE REPORT

1. **Reporting Issuer**:

Bancorp Financial Group Inc.
Suite 488
1090 West Georgia Street
Vancouver, British Columbia
V6E 3V7

Telephone: (604) 609-7100
Facsimile: (604) 609-7107

(hereinafter referred to as "Bancorp" or the "Corporation")

2. **Date of Material Change**:

June 8, 2000

3. **News Release**:

A press release setting forth certain information relating to the material change described herein was issued, at Vancouver, on June 9, 2000.

4. **Summary of Material Change**:

L W Resources Ltd. has received final approval of its Major Transaction, being the acquisition of all of the outstanding shares of to Bancorp Financial Services Inc. ("Bancorp"), changed its name to Bancorp Financial Group Inc. and elected Messrs. F.H. (Derek) Mowatt, Carl Pines, Ron Paton, Lorne Webster and Ralph Miller to its board of directors.

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

At the Annual General and Special Meeting of L W Resources Ltd. held on April 19, 2000, the shareholders of L W approved the Major Transaction of the Corporation, the change of name of L W Resources to Bancorp Financial Group Inc. and the election of Messrs. F.H. (Derek) Mowatt, Carl Pines, Ron Paton, Lorne Webster and Ralph Miller to its board of directors. The Major Transaction consisted of the purchase by L W Resources of all of the issued and outstanding shares of Bancorp for an aggregate purchase price of $1.2 million. The Major Transaction closed in escrow, pending the approval of the Canadian Venture Exchange, on April 19, 2000 and the purchase price was paid through the issuance of an aggregate of 6,000,000 Common Shares at an ascribed price of $0.20 per share. L W received final approval of the closing of the Major Transaction on June 8, 2000.

Concurrent with the closing of the Bancorp shares, the insiders of Bancorp have agreed to purchase a portion of the issued and outstanding shares of L W held by the founders of

LW for an aggregate consideration of $55,000, representing a selling price of $0.05 per Common Share.

The insiders of Bancorp have also agreed to purchase the remaining founders' shares for an aggregate consideration of $85.000.05 representing a selling price of $0.05 per Common Share. 50% of such Shares are to be transferred to the Bancorp insiders on the date that is 180 days from the Closing Date and the remaining 50% shall be transferred to the Bancorp insiders on the date that is one year from the Closing Date.

The Effective Date of the acquisition of Bancorp was December 15, 1999.

6. Reliance on Section 118(2) of the *Securities Act* (Alberta)

N/A

7. Omitted Information:

N/A

8. Senior Officers:

For further information concerning the material change described herein, please contact either of the following:

Name	Business Telephone Number
Mr. F.H. (Derek) Mowatt or Mr. Carl Pines Principals Bancorp Financial Group Inc.	(604) 609-7100

9. Statement of Senior Officer:

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

Dated at the City of Vancouver, in the Province of British Columbia, this 9th day of June, 2000.

BANCORP FINANCIAL GROUP INC.

Per: "Carl Pines"
Mr. Carl Pines
Chairman of the Board