

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 21, 2000

3. News Release:

A press release setting forth certain information relating to the material change described herein was issued, at Vancouver, on June 22, 2000.

4. Summary of Material Change:

Mr. Richard Lavallee has resigned as a director of Bancorp and Mr. Hershey Porte has been appointed as a new director of Bancorp.

5. Full Description of Material Change :

Mr. Richard Lavallee, one of the founding directors of Bancorp (formerly L W Resources Ltd.) has resigned as a director of Bancorp in order to pursue other business interests. Mr. Hershey Porte, who has been very active in the real estate lending and syndication business in British Columbia, has been appointed as a new director of Bancorp. Mr. Porte currently sits on the investment advisory committee of Bancorp Mortgage Investment (Fund 2) Ltd..

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 4th day of July, 2000.

BANCORP FINANCIAL GROUP INC.

Per:

(signed) Mr. F.H. (Derek) Mowatt
President and Chief Executive
Officer