

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 :

July 17, 2000

3. News Release:

A press release setting forth certain information relating to the material change described herein was issued, at Vancouver, on July 18, 2000.

4. Summary of Material Change:

Bancorp Financial Group Inc. ("Bancorp") has acquired Affirmed Mortgage 2000 Corporation ("Affirmed"). The acquisition involved the acquisition of all of the issued and outstanding shares of Affirmed paid by the issuance of 3,000,000 common shares of Bancorp at a deemed price of \$0.30 per common share.

5. Full Description of Material Change:

Bancorp Financial Group Inc. ("Bancorp") has acquired Affirmed Mortgage 2000 Corporation ("Affirmed"). The acquisition involved the acquisition of all of the issued and outstanding shares of Affirmed paid by the issuance of 3,000,000 common shares of Bancorp at a deemed price of \$0.30 per common share. The common shares received by the shareholders of Affirmed are subject to an escrow agreement allowing the shares to be released as to 1/3 of the total number of shares received on each of the first, second and third anniversaries of the closing.

Affirmed is a privately-owned management services company which, like Bancorp, operates as a financial intermediary in Western Canada, primarily in the Province of British Columbia. Affirmed has an exclusive management contract with Affirmed Mortgage Investment Corporation which generates significant management fees on a "fee for service" basis..

The Effective Date of the acquisition of Affirmed was June 30, 2000.

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 24th day of July, 2000.

BANCORP FINANCIAL GROUP INC.

Per:

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