Form 27

MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE ACT

Securities Act

ITEM 1. Reporting Issuer:

Brownstone Resources Inc.

The Exchange Tower
130 King Street West
Suite 2810, P.O. Box 47
Toronto, Ontario
M5X 1A9

ITEM 2. Date of Material Change:

Press release issued on October 27, 2003. TSX Venture approval obtained on October 24, 2003. Transaction is scheduled to close on October 28, 2003

ITEM 3. Press Release:

Press release issued on October 27, 2003 in Toronto.

ITEM 4. Summary of Material Change:

Brownstone Resources Inc. ("Brownstone") has subscribed for 600,000 units of Maple Minerals Corp. ("Maple") at $0.25 per unit. Each unit is comprised of one common share of Maple and one-half share purchase warrant, each whole share purchase warrant entitling the holder to acquire one common share of Maple at $0.50 within two years of the closing of the proposed financing.

ITEM 5. Full Description of Material Change:

Brownstone has subscribed for 600,000 units of Maple at $0.25 per unit. Each unit is comprised of one common share of Maple and one-half share purchase warrant, each whole share purchase warrant entitling the holder to acquire one common share of Maple at $0.50 within two years of the closing of the proposed financing (the "Transaction"). The Transaction is part of an overall private placement financing of Maple of 2,500,000 units at $0.25 per unit. The financing is related to Maple's application for Tier 2 Listing, pursuant to which Maple was required to raise at least $350,000. The TSX Venture Exchange ("TSXV") has approved the financing and the listing of Maple's common shares on Tier 2 of the TSXV commencing on Tuesday, October 28, 2003. The TSXV requires that at least $350,000 of the amount raised in the financing be released to Maple (from the escrow agent) on October 28, 2003, which amount includes the amount raised in the placement to Brownstone. The placement to

Brownstone will result in Brownstone's equity interest in Maple decreasing from 35.1 to 31.9%. Brownstone's Board of Directors has approved the Transaction.

The Transaction is a related party transaction in that Brownstone is an insider of Maple. However, the Transaction is exempt from the valuation and minority approval provisions of OSC Rule 61-501 pursuant to subsections 5.6(2)(b)(i) and 5.8(2) respectively of OSC Rule 61-501; that is, the fair market value of the Transaction is not more than 25% of the market capitalization of Maple.

Brownstone will send a copy of this material change report to any of its Security holders upon request and without charge.

ITEM 6. Reliance on Section 75(3) of the Act:

If the report is being filed on a confidential basis in reliance on section 75(3) of the Act, state the reasons for such reliance.

Not Applicable

ITEM 7. Omitted Information:

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but section 75(3) of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.
State whether any information has been omitted on this basis and provide the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to section 140(2) of the Act.

Not Applicable

ITEM 8. Senior Officers:

Contact: Sheldon Inwentash
(416) 941-9600 ext. 5088

ITEM 9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto this 27th day of October, 2003.

BROWNSTONE RESOURCES INC.

Per: "Sheldon Inwentash"
Sheldon Inwentash, President

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