

**Form 51-102F3**

***Material Change Report***

**Item 1: Name and Address of Company**

BURNSTONE VENTURES INC., formerly Pure Diamonds Exploration Inc.)  
Suite 800 – 1199 West Hastings Street  
Vancouver, British Columbia V6E 3T5

(the “Company” or “Burnstone”)

**Item 2 Date of Material Change**

January 7, 2010

**Item 3 News Release**

The news release was disseminated on January 15, 2010 by way of the facilities of Vancouver Stockwatch and Market News. Copies were also forwarded to the British Columbia Securities Commission, Alberta Securities Commission, Saskatchewan Financial Services Commission, Manitoba Securities Commission and the Ontario Securities Commission via SEDAR.

**Item 4 Summary of Material Change**

The Company has closed a second and final tranche of a non-brokered private placement of 6,667,000 units of Burnstone, as previously announced by news release dated November 20, 2009, for gross proceeds to Burnstone of \$43,200.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Please see the attached news release.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7        Omitted Information**

Not applicable.

**Item 8        Executive Officer**

Eugene Beukman, Vice President, Administration

Business Telephone: (604) 687-2038

Facsimile:        (604) 687-3141

**Item 9        Date of Report**

January 15, 2010.

# NEWS RELEASE

## BURNSTONE VENTURES INC.

Suite 800 – 1199 West Hastings Street, Vancouver, B.C. V6E 3T5  
Tel.: (604) 687-2038 / Fax.: (604) 687-3141

**January 15, 2010**

**CNSX Symbol: BVE**

### **BURNSTONE CLOSSES SECOND TRANCHE OF FINANCING**

Vancouver, BC, Canada – Further to the Company's news release dated December 22, 2009, Burnstone Ventures Inc. ("**Burnstone**") is pleased to announce that it has closed a second and final tranche of a non-brokered private placement of 6,667,000 units of Burnstone, as previously announced by news release dated November 20, 2009, for gross proceeds to Burnstone of \$43,200. The Company issued 720,000 common shares and 720,000 transferable share purchase warrants to five subscribers. Each unit is comprised of one common share and one transferable share purchase warrant. Each share purchase warrant will entitle the holder to purchase one additional common share in Burnstone at \$0.10 per share until January 7, 2012.

The issued securities are subject to a hold period until May 8, 2010. No finder's fees were paid.

Proceeds from the private placement will be used by Burnstone for general working capital and operating expenses.

#### **For further information, please contact:**

**Gordon Keevil – President**

(604) 687-2038 or visit our website at [www.pure-diamonds.ca](http://www.pure-diamonds.ca) or [www.burnstoneventures.com](http://www.burnstoneventures.com).

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

This release includes certain statements that may be deemed to be "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. All statements in this release, other than statements of historical facts, that address future production, reserve potential, exploration and development activities and events or developments that the Company expects, are forward-looking statements. Although management believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see our public filings at [www.sedar.com](http://www.sedar.com)